



TABLE OF CONTENTS

CONSTITUTION	3
I – Name	3
II – Mission	3
III – Vision	3
IV – Values	3
V - Objectives	4
BYLAWS	5
Article 1 – General	5
Article 2 – Membership	6
Article 3 – Meetings of Members	10
Article 4 – Governance (Elections, Director Positions, etc.)	12
Article 5 – Officers and Executive Committee	16
Article 6 – Finance and Management	24
Article 7 – Amendment of Bylaws	25
Article 8 – Notice	25
Article 9 – Dissolution	25
Article 10 – Indemnification	26
Article 11 – Adoption of these Bylaws	26



CHEER MANITOBA CONSTITUTION & BY LAWS

CONSTITUTION

I - Name

The name of the organization is Cheer Manitoba. Cheer Manitoba is a registered non-profit organization. No member shall benefit financially from the organization.

II – Mission

The Cheer Manitoba is a non-profit organization, designed to provide a safe, positive, and community minded platform to our athletes, coaches, and programs, to instill in them all of the virtues of our sport.

III - Vision

To develop, guide and support a passionate and unified resource of progressive development, sportsmanship and excellence for ALL members of our Manitoba Cheer community.

IV - Value Statements:

Integrity

As a guiding principle of the organization, we value and demonstrate integrity, transparency and accountability in all documentation, decisions, actions and interactions.

Community

We believe in creating and contributing to a positive community image, supporting a collaborative atmosphere in which athletes, coaches and programs of all ages and abilities have equal opportunity to learn, grow, celebrate, explore and contribute.

Education

With progressive thinking and continuous opportunities for ongoing learning and development, we are committed to grow our sport in a recreational, competitive and professional manner.

Safety

We believe that physical, mental and emotional safety is essential for everyone in all aspects in the sport of cheerleading.

Leadership

We value, support and recognize positive, dynamic leaders and mentors who demonstrate passion, drive, dedication, innovation and determination in all disciplines and aspects of our sport.

V - Objectives :

- (a) To develop standardized safety regulations for use in schools, organizations, clinics and competitions.
- (b) To act as a regulating body for cheerleading in the Province of Manitoba.
- (c) To promote the development of, and work closely with, groups running invitational competitions.
- (d) To encourage cheerleaders to have respect for the sport and thus gain respect from others.
- (e) To provide support to schools in the promotion of cheerleading within their own schools and regions.
- (f) To promote open communication among those who have a vested interest in the sport of cheerleading.
- (g) To forge a better understanding with principals, school division administration, physical education departments, and other school athletic associations.
- (h) To encourage coaches and judges within the province to become actively involved and knowledgeable through conferences and clinics.
- (i) To solidify communication between provincial, national, and international cheerleading organizations.
- (j) To maintain Provincial Sport Recognition within Manitoba and seek recognition through the Manitoba High Schools Athletic Association.
- (k) To actively continue working collaboratively with Sport Manitoba to develop, grow and promote the sport of Cheerleading.
- (l) To support and contribute positively to our National Governing Body through feedback, committee work, representation and through all governance and operational actions.

CHEER MANITOBA BYLAWS

ARTICLE 1 GENERAL

1.1 Purpose -- These Bylaws relate to the general conduct of the affairs of the Cheer Manitoba, a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the “Association” in these Bylaws.

1.2 Definitions -- The following terms have these meanings in these Bylaws

- a) *Act* – the Manitoba Corporations Act (C.C.S.M. c. C225), as amended
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- d) *Association* – Cheer Manitoba
- e) *Auditor* - an individual appointed by the Members at the Annual General Meeting (AGM) to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor will not be an Employee or a Director of the Association
- f) *Board* – the Board of Directors of the Association
- g) *Corporation* – Cheerleading Canada Inc.;
- h) *Days* – days including weekends and holidays;
- i) *Constitution* – the Constitution/Articles of Incorporation of the Association, as filed with the Registrar and comprising a statement of the Association’s purposes
- j) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws
- k) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- l) *Member* – will include all categories of membership pursuant to these Bylaws
- m) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws
- n) *Ordinary Resolution* – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given
- o) *Registrar* – the Manitoba Registrar of Companies, or any successor or replacement agency
- p) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast at a General Meeting of Members for which proper notice has been given
- q) *Standing Committee* – the Executive Committee, and any other Standing Committee that may be established by the Board

1.3 Registered Office – The registered office of the Association will be located in Winnipeg, Manitoba, Canada or at such place therein as may from time to time be determined by the Board.

1.4 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 objectives.

1.5 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 objectives, mission, vision and values of the Association.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

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

ARTICLE 2 MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has the following classes of membership, the conditions of which are set out below and in policy. The Board may introduce other categories of membership and their admission criteria.

- a) Regular Member
 - All Star Member
 - School Member
- b) Associate Member
- c) Executive Member

Qualifications for Membership

2.2 Regular Member – Any person, Scholastic or All Star Cheerleading program residing and operating in Manitoba, who has satisfied the requirement for admission, is registered as a member of the Association, has agreed to abide by the Association's bylaws, policies, procedures and rules and regulations and has paid the dues established by the Board. A Regular Member in good standing is entitled to one vote for a team with 30 athletes or less. Plus, an additional vote for every 30 athletes, up to a maximum of 5 votes. Votes are applicable on all matters at member meetings. Regular membership is required in order to participate in Cheer Manitoba sanctioned events.

2.3 Associate Member – An individual (or organization) that generally supports the objectives of the Association but does not otherwise qualify as a Regular member, who has satisfied the requirement for admission, is registered as a member of the Association, has agreed to abide by the Association's bylaws, policies, procedures and rules and regulations and has paid the dues established by the Board. An Associate member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors but will not have a right to vote in the affairs of the Association. Associate membership is open to any person(s), eighteen (18) years of age or older, or organization involved with cheerleading, or a cheerleading supply company who will abide by the objectives and rules.

CHEER MANITOBA CONSTITUTION & BY LAWS

2.4 Executive Member – Executive membership is granted to each member of the current Executive. The fee for Executive membership will be waived as recognition of their contribution to Cheer Manitoba. Each Executive member is entitled to one vote on all matters at member meetings except the President who will vote only in the event of a tie.

Admission of Members

- 2.4 Admission of Members – No individual will be admitted as a Member of the Association unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Association;
 - b) The candidate member has met the requirements defined in section 2.2 – 2.3;
 - c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
 - d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
 - e) The candidate member has paid dues, if any, as prescribed by the Board. In addition to membership dues, all candidate member must submit an athlete fee for each of their athletes who will participate in any Cheer Manitoba sanctioned event. Athlete fees must be submitted prior to the event for which they intend to participate in. The athlete fee will be reviewed and determined annually by the Executive Board.
 - f) Registration for membership is not considered submitted until all required paperwork / fees are submitted.
 - g) Upon registration, all members are required to register their athletes with our National Governing body, Cheerleading Canada Inc. and agree to provide to them all required athlete and coach information and fees as requested.

2.4.1 Special requirements of Regular Members: based on category as described below.

- 2.4.2 Scholastic Members: A school team must have a school employee or school designate, eighteen (18) years or older, designated as the coach/advisor who will:
- (a) Sign all registration forms.
 - (b) A school team must be composed solely of full-time students who are currently registered at said school.
 - (c) Should an interested athlete not have an active program at their school, with the express consent of the proper school division authority and with that of both schools, Cheer Manitoba will allow athletes to register at another school, in close proximity, that offers an appropriate program. Should the school in question start a program in future seasons, the athlete(s) will be required to return and compete with their own school.
 - (d) Provide, upon registering with Cheer Manitoba, proof of a minimum of \$1,000,000 liability insurance policy for the club or team. This may also be purchased through Cheer Manitoba.
 - (e) Ensure that they have the required Cheer Manitoba approved level of credentialing for their team (at least one coach per team must be credentialed to the level they are coaching).
 - (f) At least one coach with Cheer Manitoba approved certification to the required level must be present at all Cheer Manitoba sanctioned events in which they chose to participate.
 - (g) Provide, upon registering for an Cheer Manitoba sanctioned competition, a team list which states each athlete's name and birthdate to the competition host.

CHEER MANITOBA CONSTITUTION & BY LAWS

- (h) Any school that does not adhere to this policy will not be allowed to participate in Cheer Manitoba sanctioned events.

- 2.4.3 All Star Members: An All Star team must have an adult, eighteen (18) years or older, designated as the coach or assisting a coach who is not yet 18, who will:
- (a) Accompany the team to all Cheer Manitoba sanctioned events.
 - (b) Sign all registration forms and sign in at all Cheer Manitoba sanctioned events.
 - (c) Ensure that they have the required Cheer Manitoba approved level of credentialing for their team (at least one coach per team must be credentialed to the level they are coaching).
 - (d) At least one coach with Cheer Manitoba approved certification to the required level must be present at all Cheer Manitoba sanctioned events in which they chose to participate.
 - (e) Provide, upon registering with Cheer Manitoba, proof of a minimum of \$1,000,000 liability insurance policy for the club or team. This may also be purchased through Cheer Manitoba.
 - (f) Provide, upon registering for a Cheer Manitoba sanctioned competition, a team list which states each athlete's name and birthdate to the competition host.
 - (g) Any All Star team that does not adhere to this policy will not be allowed to participate in Cheer Manitoba sanctioned events.

Membership Dues

- 2.5 Year: Unless otherwise determined by the Board, the membership year of the Association will be June 1st– May 31th, or at the conclusion of our AGM, whichever is later.
- 2.6 Dues: Membership dues for all categories of Membership will be determined annually by the Board of Directors.
- 2.7 Deadline: The Board will determine the deadline date by which membership dues, where levied, must be paid.
- 2.8 Requirements:
- a) Those wishing to vote, speak or ask questions at an AGM must have purchased a membership prior to the last Cheer Manitoba sanctioned competition of the season.
 - b) One program can purchase only one (1) membership regardless of the number of teams under the program banner. The AGM is open to any member of Cheer Manitoba although each membership would have one (1) vote, per article 2.2.
 - c) Fee schedule for all regular and associate memberships will be reviewed and determined by the Executive Board annually. This review will be done prior to Aug 1st of any season and will not be changed throughout that same season. Fee schedule will be reflected in the current registration forms available on the Cheer Manitoba website located at cheermanitoba.ca.
 - d) Memberships will expire after the AGM of the season for which they are purchased.
 - e) Executive membership is granted to each member of the current Executive. The fee for Executive membership will be waived as recognition of their contribution to Cheer Manitoba. Each Executive membership earns a vote at the Annual General Meeting except the President who will vote only in the event of a tie. Executive members who are also associated with a team cannot vote on behalf of their team – they must hold their Executive vote and have another coach/advisor/team member vote on behalf of the team.

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

- a) Transfer – Membership in the Association is non-transferable.

- b) Termination – Membership in the Association will terminate immediately upon:
 - i.) The Member's death.
 - ii.) The expiration of the Member's annual membership, unless renewed in accordance with these bylaws.
 - iii.) Resignation by the Member by giving written notice to the Association.
 - iv.) Dissolution of the Association.
 - v.) Dissolution if the Member is a corporation or representing a Corporation.
 - vi.) As determined by a decision-making panel in accordance with the Association's applicable discipline policies.
 - vii.) Two-thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided reasonable notice is provided and the Member is provided an opportunity to be heard.
 - viii.) Failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

- c) May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.10 **Good Standing**

- a) Definition – A Member of the Association will be in good standing provided that the Member:
 - i.) Has not ceased to be a Member;
 - ii.) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - iii.) Has completed and remitted all documents as required by the Association;
 - iv.) Has complied with the Constitution, Bylaws, policies and rules of the Association;
 - v.) 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
 - vi.) Has paid all required membership dues, and any outstanding payments, including but not limited to camps and competitions.

- b) Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members, receive notice of member meetings, attend member meetings, speak at member meetings and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership, including but not limited to programs or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE 3 MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual General Meetings, Special Meetings and Executive Board meetings.
- 3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Board, the President, or upon the written requisition of five (5%) percent or more of the voting Members of the Association. A Special Meeting will be called within twenty-one (21) days and held within forty-five (45) days of receiving the written requisition. The Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.
- 3.4 Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.5 Meetings by Telecommunications - A Member may participate in a meeting of members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in the meeting by that means is deemed to be present at that meeting.
- 3.6 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.7 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Appointment of Scrutineers
 - d) Approval of the Agenda
 - e) Declaration of any Conflicts of Interest
 - f) Adoption of Minutes of the previous Annual Meeting
 - g) Board, Committee and Staff Reports
 - h) Approval of Auditors Report and Financial Statements
 - i) Appointment of Auditors
 - j) Business as specified in the meeting notice
 - k) Election of new Directors
 - l) Adjournment

- 3.8 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.9 Rule revisions – Any Regular, Executive, and Associate members have the right to submit rule revisions (according to the rule revision form) and voice their opinions at the Annual General Meeting. All rule revision forms must be submitted at least two (2) weeks prior to the AGM and can be located at the Association’s website at cheermanitoba.ca
- 3.10 Quorum – Quorum at a General Meeting will be 70% of executive and 40% of voting Members.
- 3.11 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 3.12 Voting Privileges - Members will have the following voting rights at all meetings of Members:
- Regular Members eighteen (18) years of age and older may attend and participate in meetings and are entitled to one (1) vote, according to article 2.2
 - Associate Members eighteen (18) years of age or older may appoint a Delegate who may attend and participate in meetings but are not entitled to vote.
 - Executive Members: eighteen (18) years of age or older and are current members of the executive board are entitled to one (1) vote.
- 3.13 Delegates – Associate Members will appoint in writing (inclusive of electronic notice) to the Association, seven (7) day prior to the meeting of members, a Delegate to represent and vote on behalf of the Member. Delegates must be eighteen (18) years of age and older and a member in good-standing.
- 3.14 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.15 Proxy Voting - Voting Members may vote by proxy provided the proxy is submitted and received by the Association seven (7) business days in advance of the meeting. A Voting Member may hold a maximum of one (1) proxy.
- 3.16 Determination of Votes - Votes will be determined by a show of hands or orally unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.17 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE 4 GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of twelve (12) Directors as follows:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Judging Director
- f) Events Director
- g) Sanctioning Director
- h) Communications Director
- i) Social Media Director
- j) Outreach Director
- k) Member At Large
- l) Member at Large

4.2 Directors - The Board of Directors will consist of a minimum of five and a maximum of twelve members, all of whom will reside in Manitoba.

Election of Directors

4.4 Eligibility - Any individual who is eighteen (18) years of age or older, who meets the one or more of the skills and attributes defined in section 4.5 and who has the power under law to contract may be nominated for election as a Director. In order to be nominated for President, the individual must have held an Executive position for one year prior to assuming the role.

4.5 Skills and Characteristics – Potential Directors will have one or more of the following skills and/or attributes:

Attributes

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the sport community
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Strategic connectivity to key clients
- i) Ethical and values based behaviour
- j) Other attributes valued by the Board of Directors

Skills

- k) Accounting designation (CA, CMA, CGA)
- l) Legal designation (LL.B)
- m) Professional qualifications (MD, PhD, MBA, Sport Science)
- n) Personnel Management (Human Resource Professional designation)
- o) Media/Marketing/Public Relations contacts/experience
- p) Fundraising and funding source contacts
- q) Administration/Management experience
- r) Government relations/contacts
- s) Organizational development/Strategic Planning experience
- t) Other skills valued by the Board of Directors

- 4.6 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in section 4.4 for the election of the Directors.
- 4.7 Nomination - Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature; and
 - b) Be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting, includes electronically.
 - c) Nominations for President and Vice President must be provided in writing. No nominations from the floor will be accepted for these positions unless there are no applicants for a President or Vice President position. The members will be informed, before the AGM, of the floor nomination exception if this occurs.
 - d) Nomination forms are available on Association's website located at cheermanitoba.ca.
- 4.8 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the President of the Association fourteen (14) days prior to the Annual General Meeting.
- 4.9 Circulation of Nominations and Platforms - Valid nominations will be circulated to all voting members prior to elections.
- 4.10 Terms – The election of Directors will take place annually at the Annual General Meeting as follows:
- a) The President will be elected by the membership at the Annual General Meeting for an initial two-year term, after which the President may have their name stand for re-election for subsequent one-year terms.
 - b) All other positions will be elected by the membership at the Annual General Meeting for a one (1) year term.
 - c) All elected positions will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

- 4.11 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – If a candidate fails to receive a majority affirmative vote, the office shall remain vacant.
 - b) Two or More Valid Nominations – Winner is the nominee receiving a true majority (greater than 51%) of votes. Should a true majority not be achieved, runoff elections will be held until a single candidate receives a true majority vote. In each round of runoff voting, the candidate receiving the lowest amount of votes will be removed from the ballot to aid in achieving the required majority.
If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution. If a candidate fails to receive a majority affirmative vote, the office shall remain vacant.
- 4.12 Election Process
- (a) Speeches from each candidate will take place prior to the vote. Up to five (5) minutes for the President and two (2) minutes for all other positions will be allowed.
 - (b) The ballot for President and Vice President will occur first. Candidates can only run for one (1) position at this time, President or Vice President. Unsuccessful candidates for these two (2) positions will be allowed to let their name drop down for election to the other positions available on the Executive. Nominations will also be accepted from the floor to fill these positions.
 - (c) All votes for all positions will be done through a secret ballot process.

Resignation and Removal of Directors

- 4.13 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.14 Vacate Office - The office of any Director will be vacated automatically if:
- a) The Director is found by a court to be of unsound mind;
 - b) The Director becomes bankrupt;
 - c) The Director is not a member; and
 - d) Upon the Director's death.
- 4.15 Suspension - In the event that an executive board member acts in a manner contrary to our Bylaws or expected code of conduct, is no longer in good standing, or misses three consecutive meetings, regardless of reason, the President and one other board member can elect to suspend the board member. While on suspension, no voting rights will be recognized. The suspension will remain in effect until an Executive Board vote can take place.
- 4.16 Removal – An elected Director may be removed in in the event that an Executive Board Member acts in a manner contrary to our Bylaws or expected Code of Conduct, is no longer in good standing, or other reasons, provided there is a two-thirds vote of the remaining directors.

Filling a Vacancy on the Board

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

Meetings of the Board

- 4.18 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors or the President.
- 4.19 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.20 Number of Meetings – There shall be a minimum of three (3) Executive meetings per year. In addition to the Executive meetings above, there shall be one (1) Annual General Meeting each year.
- 4.21 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.
- 4.22 Voting – Each Director, except the President is entitled to one vote. Voting will be by a show of hands 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 President is entitled to a vote to decide the issue.
- 4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.24 Meetings by Telecommunications - A Director may, if all the Directors of the Association consent, participate in a meeting of directors or of a committee of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.
- 4.25 Decisions in Lieu of Meetings - If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

Powers of the Board

- 4.26 Powers of the Association – 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.
- 4.27 Managing the Affairs of the Association – The Board may make policies, procedures and manage the affairs of the Association in accordance with the Act and these Bylaws.
- 4.28 Discipline – The Board may make policies and procedures relating to discipline of Members and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.29 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
- 4.30 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE 5 OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary and Treasurer.
- 5.2 Duties - The duties of Officers are as follows:
- a) **The President** will be responsible for the general supervision of the affairs and operations of the Association, will preside at the meeting of Members, Board or Executive, will be the official spokesman of the Association, will oversee and supervise office staff, provide leadership, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board. Duties may include but not be limited to the following:
- i. Attend and contribute to all Cheer Manitoba Executive meetings.
 - ii. Ensure Cheer Manitoba maintains integrity and a positive image.
 - iii. Promote all Cheer Manitoba activities, clinics and conferences.
 - iv. Major spokesperson/Company Liaison for Cheer Manitoba – and respond to all inquiries put forth to them, in a timely manner.
 - v. Shall be one of the three signing officers for the Cheer Manitoba.
 - vi. Will have signing authority on the Association's financial account.
 - vii. Request an Executive vote for expenses over \$200. Justify and authorize expenses below \$200.
 - viii. Must have held an Executive position for one (1) year prior to assuming this role.
 - ix. This position is held for an initial two (2) year term, after which the President can have their name stand for re-election for subsequent one (1) year terms.
 - x. Will act as the main contact and liaison with Provincial, National and / or International Governing bodies, unless otherwise assigned by the President.
 - xi. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

CHEER MANITOBA CONSTITUTION & BY LAWS

- b) **The Vice-President** will support and assist the President in all duties, assume the duties of the President in their absence and will perform such other duties as may from time to time be established by the Board. Duties may include but not be limited to the following:
- i. Attend all Cheer Manitoba Executive meetings and in the absence of the President, have all the duties & powers of the President.
 - ii. Shall aid in all duties and responsibilities maintained by the President.
 - iii. Ensure the Cheer Manitoba maintains integrity and a positive image.
 - iv. Shall be one of the three signing officers for the Cheer Manitoba.
 - v. Assists with competitions and events as needed.
 - vi. Responsible for making approved revisions to the Cheer Manitoba Constitution and Rules each year. Changes must be approved at the AGM or the Executive prior to implementation.
 - vii. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another board member or cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
 - viii. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.
- c) **The Treasurer** will keep proper accounting records as required by the *Act*; will ensure all monies received by the Association will be deposited in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, provide the Board of Directors a monthly financial report of the Association, and will perform such other duties as may from time to time be established by the Board. Duties may include but not be limited to the following:
- i. Attend all Cheer Manitoba Executive meetings.
 - ii. Responsible for renewing non-profit status annually.
 - iii. File accounts with an accountant for annual audit.
 - iv. Responsible for ensuring adequate insurance is in place for the Cheer Manitoba.
 - v. Ensure all approved sponsorship agreements are collected.
 - vi. Manage Cheer Manitoba's finances and maintain documentation regarding transactions.
 - vii. Shall present a financial report at all Cheer Manitoba Executive meetings.
 - viii. Shall be one of the three signing officers for the Cheer Manitoba.
 - ix. Create, maintain and ensure accessibility to physical and/or electronic files of all membership registration, rosters, waivers and coaching information for use at Cheer Manitoba sanctioned events as needed.
 - x. Work in conjunction with Events Director to create and uphold event budgets.
 - xi. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another Board Member or cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
 - xii. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

CHEER MANITOBA CONSTITUTION & BY LAWS

- d) **The Secretary** will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, ensure the minutes of all meetings of Members are recorded, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board. Duties may include but not be limited to the following:
- i. Attend all Cheer Manitoba Executive meetings.
 - ii. Record minutes of Cheer Manitoba meetings and promptly distribute them to the Executive via email, in a timely fashion.
 - iii. Monitor the general Cheer Manitoba email account and respond to any general inquiries in a timely fashion. Should the question or inquiry be best answered by a particular Board Member, the Secretary will forward applicable emails to the appropriate Board Member(s) for response within a timely fashion
 - iv. Create an email group of Cheer Manitoba Members/coaches as part of the membership processing and keep the Members informed by creating and emailing a monthly newsletter.
 - v. Notify all paying members of the AGM via email.
 - vi. Contact Member Teams in the fall regarding membership renewal.
 - vii. Send out sanctioning packages to event hosts upon sanctioning approval.
 - viii. Use the assigned Cheer Manitoba email address for all correspondence relating to the Cheer Manitoba.
- 5.3 **Removal**—An officer may be removed in the event that an Executive Board Member acts in a manner contrary to our Bylaws or expected code of conduct, is no longer in good standing, or other reasons, provided there is a two-thirds vote of the remaining directors.
- 5.4 **Vacancy** - Where the position of an Officer becomes vacant for whatever reason, the position will remain vacant until the next Annual General Meeting.

Executive Committee

5.5 Executive Committee - The Executive Committee will be comprised of the following Officers;

Duties - The duties of the Officers are as follows:

a) Judging Director

- i. Attend all Cheer Manitoba Executive meetings.
- ii. Promote all Cheer Manitoba events.
- iii. In cooperation with the Event Director, organize all judging certification, judge training sessions and monitor the judge's certification.
- iv. Lead, support and train all Cheer Manitoba judges.
- v. Attend Cheer Canada Training as required.
- vi. Ensure each competition has the appropriate number of judges with appropriate experience for what they are judging. Each competition must have a deduction judge and an appropriate number of panel judges (dependent on competition size), and persons to complete tabulation duties.
- vii. Act in place of a judge, should a sudden absence occur at (or before) a competition, or as required.
- viii. Ensure Treasurer has a complete and up to date list of judges and their contact information.
- ix. Attend all Cheer Manitoba sanctioned competitions; ensure set up, supplies, judges and scoring systems follow the proper process and procedures.
- x. Ensure correct score sheets, judging resources and deduction sheets are used at competitions.
- xi. Work with the Competition Host to create staff and oversee the tabulation data entry station and resulting awards document.
- xii. Review sanctioned competition event scheduled, judges scheduled and judge's pay/mileage sheets. Work with the Competition Host and Events Director on any required changed or feedback.
- xiii. Ensure all judges are provided with the appropriate honorarium, and any applicable mileage reimbursement as determined by the Executive, as outlined in the event sanctioning package. This would include ensuring the Treasurer is provided with the sign in / sign out sheet for judges at each competition.
- xiv. Address and judging related questions, inquiries and/or appeals.
- xv. Follow up with any judging complaints in a timely manner.
- xvi. In the event that the Judging Director is in a position or conflict and cannot make an unbiased decision, the Vice President will assume the role of the Judging Director.
- xvii. Answer any emails or inquiries from Member or non-members in a timely fashion. If emails are forwarded from another Board member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- xviii. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

b) Events Director

- i. Attend and contribute to all Cheer Manitoba meetings.
- ii. Organize all Cheer Manitoba events including, but not limited to, AGM, Conference(s), clinics and camps, Banquet, Provincial Competition, and Credentialing
- iii. Work in conjunction with the Judging Director to host Annual Judges Training.
- iv. Create event information documents and registration forms.
- v. Work alongside Treasurer to create and uphold budget(s) for any Cheer Manitoba events.
- vi. Collaborate with Cheer Manitoba Members for feedback on current events and future event needs and/or wants.
- vii. Create advertising venues for Cheer Manitoba, in cooperation with the Communication Director, via either web based or other.
- viii. Create and coordinate all Cheer Manitoba promotional material(s).
- ix. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another Board Member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- x. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

c) Sanctioning Director

- i. Attend and contribute to all Cheer Manitoba Executive meetings.
- ii. Review, support and attend all Cheer Manitoba sanctioned events. Offer assistance and support to Competition Hosts.
- iii. Review all Sanctioning Applications and Post Event Reports.
- iv. Ensure Sanctioning Rules / Regulations are being followed. Provide feedback to Competition Hosts on violations or concerns.
- v. Review all registration packages to ensure that they meet all requirements as set out in Sanctioning Package. Ensure approval is given to the Competition Host and Secretary for general distribution to membership.
- vi. Ensure all checkpoints are met and regulations are implemented by those hosting any Cheer Manitoba sanctioned events.
- vii. Create, update and manage all sanctioning templates, documents and processes.
- viii. Oversee and manage all Cheer Manitoba equipment rentals.
- ix. Answer any emails or inquiries from member or non-members in a timely fashion. If email(s) are forwarded from another board member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- x. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

d) Communications Director

- i. Attend and contribute to all Cheer Manitoba Executive meetings.
- ii. Responsible for updating the website including but not limited to new documents, news board items and competition results.
- iii. Ensure the Cheer Manitoba website is current & to date.
- iv. Assist in reviewing any posted forms to ensure they are created, updated and available to the membership as needed.
- v. Inform the membership of up and coming Cheer Manitoba hosted events by posting materials on the Cheer Manitoba website and other campaigns as required.
- vi. Work with the Social Media Director to create event posters / flyers / videos etc. for all Cheer Manitoba hosted and/or sanctioned events and post accordingly.
- viii. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another Board Member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- ix. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

e) Social Media Director

- i. Attend and contribute to all Cheer Manitoba Executive meetings
- ii. Responsible for posting to all social media platforms including but not limited to Twitter, Facebook and Instagram. This would include posting all pertinent information including but not limited to documents, news board items, announcements and communication from Cheer Canada.
- iii. Ensure Cheer Manitoba social media is kept current and in compliance with our Cheer Manitoba Social Media Policy.
- iv. Maintain regular social media updates about Members and Cheer Manitoba events, including day long coverage of events including but not limited to competitions, training and conferences.
- v. Work with Communications Director to create events posters / flyers / videos, etc., for all Cheer Manitoba hosted and/or sanctioned events and post accordingly.
- vi. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another board member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- vii. Create visual presentation summarizing the year, for the annual banquet.
- viii. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

f) Outreach Director

- i. Attend and contribute to all Cheer Manitoba Executive meetings.
- ii. Look for and share fundraising opportunities / resources for Cheer Manitoba and its Members. This would include but not be limited to providing resources to clubs and schools about different types of fundraisers available.
- iii. Look for and negotiate sponsorship agreements to benefit Cheer Manitoba and its Members with Board approval. This would include but not be limited to deals with companies that all clubs / schools could generally benefit from and finding specific sponsors for Cheer Manitoba events.
- iv. Connect with the Manitoba community to build resources and awareness of Cheer Manitoba, seek out potential events or partnerships for Cheer Manitoba to take part in to promote the sport of Cheerleading and Cheer Manitoba to the community.
- v. Promote donation opportunities to companies for Cheer Manitoba.
- vi. Create all Cheer Manitoba promotional and sponsorship packages in addition to overseeing sponsorship acknowledgements.
- vii. Seek out grant, government or community funding initiatives and ensure Cheer Manitoba and the membership are aware of potential opportunities.
- viii. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another Board Member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- ix. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

g) Member At Large (2 Positions)

- i. Attend and contribute to all Cheer Manitoba Executive meetings
- ii. Assist all other executive roles when asked and required, with any tasks and duties delegated by other Cheer Manitoba Executive Members.
- iii. Assist in competitions and events as needed.
- iv. Answer any emails or inquiries from Member or non-members in a timely fashion. If email(s) are forwarded from another Board Member or the cheermanitoba@gmail.com email account, ensure any response is copied to the original source for tracking purposes.
- v. Use the assigned Cheer Manitoba email address for all correspondence relating to Cheer Manitoba.

5.6 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

Other Committees

- 5.7 Appointment of Ad-hoc Committees - The Board may appoint such ad-hoc committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.
- 5.8 Committee Members - Except for the Executive Committee, any individual may be appointed to any committee by the Board, and once appointed will be a voting Member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting Member of the committee.
- 5.9 Quorum - A quorum for any committee will be the majority of its voting members.
- 5.10 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 5.11 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 5.12 President Ex-officio - The President will be ex-officio (non-voting) member of all Committees of the Association.
- 5.13 Removal - The Board may remove any member of any Committee.

Remuneration

- 5.14 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.

Conflict of Interest

- 5.15 Conflict of Interest – A Director, Officer, Executive Committee member 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 6 FINANCE AND MANAGEMENT

- 6.1 Fiscal Year – The fiscal year of the Association will be June 1st – May 31st, or such other period as the Board may from time to time determine.
- 6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate. Credit cards, if owned, will be held by the President, Treasurer, and Events Director.
- 6.3 Deposits and Withdraws – All securities, monies and cheques of the Association will be deposited for safekeeping in one of the Association’s bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.
- 6.4 Expenditures Over Five Thousand – Expenditures over five thousand dollars (\$5,000) will be decided by the Board of Directors by special resolution at an in-person Board of Directors meeting.
- 6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two (2) designated Officers being the President, Vice-President, or Treasurer. The Board of Directors may authorize other persons to sign on behalf of the Association, if required.
- 6.6 Annual Budget – The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.
- 6.7 Annual Report Presentation – The Treasurer shall prepare the financials for submission to the auditor at the close of the fiscal year. The completed audit will be presented at the Annual General Meeting.
- 6.8 Requests for Financial Aid – Requests for financial aid from third parties may be made to the Board of Directors at any time and must be submitted by documented presentation.
- 6.9 Auditors - At each Annual General Meeting the Members will appoint an auditor to make a report to Members on the financial statements of the Association and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Association in accordance with generally accepted accounting principles. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.
- 6.10 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.
- 6.11 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 Board may determine.
- 6.12 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 7 AMENDMENT OF BYLAWS

- 7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by an affirmative Special Resolution vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

ARTICLE 8 NOTICE

- 8.1 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 Association, Director or Member, as the case may be.
- 8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, in writing where the notice is couriered or in the case of notice that is provided by mail, five days after the date the mail is post-marked
- 8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 9 DISSOLUTION

- 9.1 Dissolution - The Association may be dissolved at any time by written consent of three-quarters (3/4) of the Executive.
- 9.3 Distribution of Assets upon Dissolution: Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed to other charitable organizations in accordance with the provisions of the Act.

ARTICLE 10 INDEMNIFICATION

- 10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 Will Not Indemnify – The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 Insurance - The Association will, at all times, maintain in force such directors and officer’s liability insurance as may be approved by the Board of Directors.

ARTICLE 11 ADOPTION OF THESE BYLAWS

- 11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on August 5, 2020.
- 11.2 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on August 12, 2020.
- 11.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the 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.