



CONSTITUTION AND BYLAWS

TABLE OF CONTENTS

CONSTITUTION	3
NAME	3
MISSION	3
VISION	3
VALUE STATEMENTS	3
OBJECTIVES	4
BYLAWS	5
ARTICLE 1 - GENERAL	5
ARTICLE 2 - MEMBERSHIP	6
Categories of Membership	6
Qualifications for Membership	7
Admission of Members	7
Transfer, Withdrawal and Termination of Membership	10
Good Standing	10
ARTICLE 3 - MEETINGS OF MEMBERS	11
Voting at Meetings of Members	13
ARTICLE 4 - GOVERNANCE	14
Composition of the Board	14
Election of Directors	14
Resignation and Removal of Directors	17
Filling a Vacancy on the Board	17
Meetings of the Board	17
Powers of the Board	18
ARTICLE 5 - OFFICERS AND EXECUTIVE COMMITTEE	19
Executive Committee	20
Other Committees	20
Remuneration	21
Conflict of Interest	21
ARTICLE 6 - FINANCE AND MANAGEMENT	21
ARTICLE 7 - AMENDMENT OF BYLAWS	22
ARTICLE 8 - NOTICE	23
ARTICLE 9 - DISSOLUTION	23
ARTICLE 10 - INDEMNIFICATION	23
ARTICLE 11 - ADOPTION OF THESE BYLAWS	24

CONSTITUTION

1. 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.

2. MISSION

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 the virtues of our sport.

3. VISION

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

4. VALUE STATEMENTS

a. Integrity

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

b. Community

We believe in creating and contributing to a positive community image and 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.

c. 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.

d. Safety

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

e. 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.

5. 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.

BYLAWS

ARTICLE 1 - GENERAL

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.

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** - Cheer 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.

3. Registered Office

The registered office of the Association will be located at 145 Pacific Avenue, Winnipeg, MB or at such place therein as may from time to time be determined by the Board.

4. Corporate Seal

Cheer Manitoba shall have a corporate seal which shall be in the custody of the Executive Director. Until such time that one is appointed, the seal will remain with the President.

5. 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 Robert's Rules of Order (current edition).

6. 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.

7. 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.

8. Interpretation

Words 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

9. 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
 - i. All Star Member
 - ii. Scholastic Member
- b. Associate Member
- c. Executive Member

Qualifications for Membership

10. 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. An additional vote for every 30 athletes will be awarded to a program (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.

11. 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.

12. 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

13. 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 10 – 11.
- 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 members 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 to the Association.
- 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.

14. Special requirements of Regular Members (based on category as described below):

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 sign all forms. Additional requirements include:

- a. A school team must be composed solely of full-time students who are currently registered at said school.
- b. 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.
- c. Ensure that they have the required Cheer Manitoba coaching requirements as outlined on the Cheer Manitoba website.
- d. All coaches listed on the roster at Cheer Manitoba sanctioned events must be registered with Cheer Manitoba, and must be in good standing in accordance with section 13, in order to be eligible to enter in the warm up area.
- e. Provide, upon registering for a Cheer Manitoba sanctioned competition, a team list which states each athlete's name and birthdate to the competition host.
- f. All teams must have a minimum of one coach present, who is not a registered athlete on said team, and is credentialed to the level of their team competing.
- g. Any school that does not adhere to this policy will not be allowed to participate in Cheer Manitoba sanctioned events.

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:

Accompany the team to all Cheer Manitoba sanctioned events.

- a. Sign all registration forms and sign in at all Cheer Manitoba sanctioned events.
- b. All coaches listed on the roster at Cheer Manitoba sanctioned events must be registered with Cheer Manitoba, and must be in good standing in accordance with section 13, in order to be eligible to enter in the warm up area.
- c. Ensure that they have the required Cheer Manitoba coaching requirements as outlined on the Cheer Manitoba website.
- d. Provide, upon registering for a Cheer Manitoba sanctioned competition, a team list which states each athlete's name and birthdate to the competition host.
- e. All teams must have a minimum of one coach present, who is not a registered athlete on said team, and is credentialed to the level of their team competing.
- f. Any All Star team that does not adhere to this policy will not be allowed to participate in Cheer Manitoba sanctioned events.

15. Year

Unless otherwise determined by the Board, the membership year of the Association will be June 1st- May 31st, or at the conclusion of our AGM, whichever is later.

16. Dues

Membership dues and insurance fees for all categories of Membership will be determined annually by the Board of Directors.

17. Deadline

The Board will determine the deadline date by which membership dues, where levied, must be paid.

18. Requirements:

- a. Those wishing to vote, speak to or bring forth a motion at an AGM must have purchased a membership prior to April 1st of the current AGM year.
- 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 10.
- 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 www.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.

Transfer, Withdrawal and Termination of Membership

19. Transfer

Membership in the Association is non-transferable.

20. Termination

Membership in the Association will terminate immediately upon:

- a. The Member's death.
- b. The expiration of the Member's annual membership, unless renewed in accordance with these bylaws.
- c. Resignation by the Member by giving written notice to the Association.
- d. Dissolution of the Association.
- e. Dissolution if the Member is a corporation or representing a Corporation.
- f. As determined by a decision-making panel in accordance with the Association's applicable discipline policies.
- g. 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.
- h. Failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

21. May Not Resign

A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

Good Standing

22. Definition

A Member of the Association 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 Constitution, Bylaws, 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 dues, and any outstanding payments, including but not limited to credentialing fees, camps and competitions.

23. 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

24. Types of Meetings

Meetings of Members will include Annual General Meetings, Special Meetings and Executive Board meetings.

25. 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.

26. Executive Board Meetings

Members in good standing of Cheer Manitoba may attend Executive Board Meetings to bring forward a motion or speak to a motion, however will not be entitled to vote on any motions. From time to time, the Board of Directors may require Members to remove themselves from discussions due to the nature of items needing to be discussed. Attendance must be provided at least 48 hours in advance via e-mail to info@cheermanitoba.ca.

27. 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 and within six (6) months of the Cheer Manitoba fiscal year end.

28. 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.

29. 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.

30. 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.

31. 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. Vote on annual Member fees
- k. Business as specified in the meeting notice
- l. Election of new Directors
- m. Adjournment

32. 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.

33. 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.

34. Quorum

Quorum at a General Meeting will be 70% of executive and 40% of voting Members.

Voting at Meetings of Members

35. Voting Privileges

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

- a. **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 9.
- b. **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.
- c. **Executive Members** eighteen (18) years of age or older and are current members of the executive board are entitled to one (1) vote.

36. Delegates

Members will appoint in writing (inclusive of electronic notice) to the Association, seven (7) business days 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.

37. 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.

38. 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.

39. Determination of Votes

Votes will be determined by a show of hands or orally unless an anonymous ballot is requested by the majority of those Members voting. Voting of Board members will be held by an anonymous ballot.

40. 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

41. Directors

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

- | | |
|----------------------|----------------------|
| a. President | g. Director At Large |
| b. Vice-President | h. Director At Large |
| c. Treasurer | i. Director At Large |
| d. Secretary | j. Director At Large |
| e. Judging Director | k. Director At Large |
| f. Coaching Director | l. Director At Large |

42. 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

43. Eligibility

Any individual who is eighteen (18) years of age or older, who meets one or more of the skills and attributes defined in section 44 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.

44. Skills and Characteristics

Potential Directors will have one or more of the following skills and/or attributes:

Attributes

- Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director.
- Knowledge about roles and responsibilities of a Director, Board and Staff.
- Experience in formulating policy.
- Experience in thinking strategically.
- Knowledge about the sport community.
- Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks.
- Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report.

- h. Strategic connectivity to key clients.
- i. Ethical and value-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.

45. 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) business days prior to the Annual General Meeting, including 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 the Association's website located at www.cheermanitoba.ca.

46. 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) business days prior to the Annual General Meeting.

47. Circulation of Nominations and Platforms

Valid nominations will be circulated to all voting members prior to elections.

48. Terms

The election of Directors will take place annually at the Annual General Meeting as follows:

- a. Board positions will be elected by the membership at the Annual General Meeting for a two (2) year term and be separated into two (2) groupings, up for nomination on alternating years:

GROUP A

President
Secretary
Judging Director
Director At Large (3)

GROUP B

Vice-President
Treasurer
Coaching Director
Director At Large (3)

- b. 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.
- c. If a Director is unable to complete their term, the Board can decide to hold a special election or at the AGM, hold an election to find a candidate to complete the remainder of this position's original cycle.

49. Decisions

Elections will be decided by the voting Members in accordance with the following:

- a. One Valid Nomination
 - i. Winner declared by acclamation.
- b. Two or More Valid Nominations
 - i. Winner is the nominee receiving the greatest number of votes. 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 than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the President.

50. 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. 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

51. 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.

52. 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.

53. 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.

54. Removal

An elected Director 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.

Filling a Vacancy on the Board

55. 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

56. 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.

57. 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.

58. 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.

59. Quorum

At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.

60. 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.

61. 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.

62. 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

63. 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.

64. 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.

65. 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.

66. 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.

67. Borrowing Powers

The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE 5 - OFFICERS AND EXECUTIVE COMMITTEE

68. Composition

The Officers will be comprised of the President, Vice-President, Secretary, Treasurer, Judging Director and Coaching Director. The Executive Committee will be comprised of six (6) **Director At Large** positions.

69. Duties

The duties 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 established by the Board.
- 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 established by the Board.
- c. The **Treasurer** will keep proper accounting records as required by the *Act* and as per the Cheer Manitoba Financial Policy; 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 established by the Board.
- d. The **Secretary** will attend all meetings of the Board, 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 established by the Board.
- e. The **Judging Director** will be responsible for organizing all judging certification, judge training sessions, monitor the judge's certification, and will perform such other duties as established by the Board.
- f. The **Coaching Director** will be responsible for ensuring Cheer Manitoba has a complete and up to date list of coaches and their contact information, organize and monitor all mandated and recommended coaching education and screening processes as set forth within the policies and procedures, and will perform such other duties as established by the Board.

- g. **Director At Large (6 positions):** Elected Directors may be selected, by the Board, to serve as Directors of various portfolios related to the operations of Cheer Manitoba (e.g., events, scholastics, etc.). Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

70. 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.

71. Vacancy

Where a position becomes vacant for whatever reason, the position will remain vacant until the next Annual General Meeting or filled as deemed appropriate by the Board of Directors.

Executive Committee

72. 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

73. 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.

74. 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.

75. Quorum

A quorum for any committee will be the majority of its voting members.

76. 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.

77. 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.

78. President Ex-officio

The President will be an ex-officio (non-voting) member of all Committees of the Association.

79. Removal

The Board may remove any member of any Committee.

Remuneration

80. 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

81. 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

82. 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.

83. Bank

The banking business of the Association will be conducted at such financial institutions as the Board may designate. Credit cards, if owned, will be held by the President, Treasurer, and one additional board member as determined by the Board of Directors.

84. Deposits and Withdrawals

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.

85. 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.

86. 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.

87. 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.

88. 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.

89. 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.

90. 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 General Meeting unless removed by an ordinary resolution. The auditor will not be an Employee or a Director of the Association.

91. 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.

92. 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.

93. Borrowing

The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 7 - AMENDMENT OF BYLAWS

94. 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.

95. 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 the meeting at which it is to be considered.

ARTICLE 8 - NOTICE

96. 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.

97. 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 postmarked.

98. 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

99. Dissolution

The Association may be dissolved at any time by written consent of three-quarters (3/4) of the Executive.

100. 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

101. 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.

102. Will Not Indemnify

The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

103. 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

104. 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 June 15, 2022.

105. 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 24, 2022.

106. 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.