



Burlington Minor Football Association  
Bylaws of Corporation  
[Black-lined changes as of March 31, 2017]

## 1. General

1.1 Purpose - These Bylaws relate to the general conduct of the affairs of the Burlington Minor Football Association.

1.2 Definitions - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires~~The following terms have these meanings in these Bylaws:~~

- a) **Act** – means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefor, from time to time, ~~the Ontario Corporations Act or any successor legislation~~ including the *Not-for-Profit Corporations Act, 2010* (upon ~~becoming law~~being proclaimed in force).
- b) **AGM** – means the annual general meeting of the Corporation.
- ~~c)~~ **Auditor** – means an individual or firm appointed by the Members at the ~~Annual General Meeting~~AGM to audit the books, accounts, and records of the Corporation for a report to the Members at the next ~~Annual General Meeting~~AGM.
- ~~e)~~ **BMFA** – ~~Burlington Minor Football Association~~
- d) **Board** – means the Board of Directors of Burlington Minor Football Association.
- e) **Bylaws** - means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect.
- f) **Corporation** - means the Burlington Minor Football Association, or such other name as it may in the future legally adopt.
- ~~eg)~~ **Days** – will mean days irrespective of weekends and holidays.
- ~~fh)~~ **Director** – means an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- ~~gi)~~ **Ex-Officio** – means membership or appointment by virtue of the office.
- j) **Meeting of the Members** - means the any AGM or Special Meeting of the Corporation, as applicable in the circumstances.
- k) **Members** - means all classes of membership in the Corporation as provided for in Article 4 and “Member” means any one of them.
- ~~h)~~ **Officer** – means an individual who holds an office of the Corporation duly appointed by the Board.~~an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.~~
- ~~im)~~ **Ordinary Resolution** – means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a ~~meeting~~Meeting of the Members.
- ~~jn)~~ **Registrant** – means a Registrant is any of the following who have applied for registration as a Registrant with the Corporation, who have agreed to abide by the Corporation’s Bylaws, policies, rules and regulations and who have been accepted as a Registrant with the Corporation and:
- i. A “**player**” ~~is~~means a person registered with a recreational football team and/or the Corporation whose main objective is participation in recreational football.
- ii. A “**coach**” ~~is~~means a person registered with a recreational football team and/or the Corporation who is certified or “trained” or “in-training status” by the Coaching Association of Canada.
- iii. An “**official**” ~~is~~means a person acting as an official for recreational football games.
- ~~o)~~ **Special Meeting** – means any Meeting of the Members other than an AGM.
- ~~k)~~ **Special Resolution** – means a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or ~~meeting~~Meeting of the Members for which proper notice has been given.



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- 1.3 **Head Office** – The head office of the Corporation will be located at all times within the Province of Ontario, unless amended in accordance with the Act.
- 1.4 **Corporate Seal** - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5 **No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.6 **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 objects of the Corporation.
- 1.7 **Conduct of Meetings** – Unless otherwise specified in these Bylaws, ~~meetings~~Meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.8 **Interpretation** – All terms contained in these Bylaws that are defined in the Act will have the meaning given to such terms in the Act. 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.
- 1.9 **Headings** – The headings used in the Bylaws are inserted for convenience of reference only.

## 2. Name

- 2.1 The ~~Organization~~organization is known as “**Burlington Minor Football Association**” (see Corporation's Letters Patent and any Supplementary Letters Patent)

~~Hereinafter referred to as “BMFA”~~

## 3. Purpose and Objectives

- 3.1 To provide recreational football programs for the benefit of the City and ~~Residents~~residents of Burlington, Ontario and surrounding communities.
- 3.2 The following programs are within the mandate of the organization:
  - Flag or tackle rule formats
  - House League and traveling representative teams
  - Age categories from Six (6) (Tyke), to Twenty-Two (22) (Junior)
- 3.3 The Corporation will be governed within the overall direction of Football Canada and its designate in Ontario Football Alliance. The Corporation will operate ~~with~~using the following trademarks: Burlington Minor Football Association, Burlington Stampede, Burlington Junior Braves, Burlington Braves and The Halton Football Alliance.

## 4. Members of the Corporation

- 4.1 There shall be three (3) classes of ~~Membership~~membership in the Association, as follows:
  - Active Membership
  - Parent/Guardian Membership
  - Honorary Lifetime Membership



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## Eligibility and Terms of Membership

### 4.2 Eligibility

#### Active Membership

Active Membership shall include all elected or appointed Directors ~~or~~ and ~~Officials~~ officials; all coaches and managers who are eighteen (18) years of age or older appointed for the current season; and all registered players who are eighteen (18) years of age or older and who have paid the appropriate registration fee. For greater certainty, registered players ~~eighteen (18) years of age or older~~ will be considered Active Members once their registration fee has been paid in full.

#### Parent/Guardian Membership:

Parent/Guardian Members shall include all parents and/or legal guardians of registered players who are under eighteen (18) years of age and who have paid the appropriate registration fee. For greater certainty, parents/guardians will be considered Parent/Guardian Members once the registration fee for their registered player(s) has been paid in full.

#### Honorary Lifetime Membership

Honorary Lifetime Membership may be bestowed upon any individual who has performed exceptional service to the BMFACorporation or to the betterment of youth football in the communities served by the BMFACorporation. The Board shall nominate such individuals at the ~~Annual General Meeting~~ AGM and the membership present shall vote to award such membership. Such a membership may be suspended or rescinded by the Board (and to be confirmed at the next ~~Annual General Meeting~~ AGM) where the holder of an Honorary Lifetime Membership is charged and/or convicted of a criminal offence or takes an action that might bring the BMFACorporation into disrepute by virtue of affiliation. Honorary Lifetime Members shall be entitled to notice of all Meetings of the Members but shall have no right to vote.

- 4.3 Membership List – The Secretary of the BMFACorporation shall maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members, and such list of Members shall be used to determine eligibility to attend and vote at the ~~Annual General Meeting~~ AGM and any other ~~meetings~~ Meetings of the ~~members~~ Members as dutifully scheduled or called by the Board.
- 4.4 Termination – Membership in the BMFACorporation shall not be transferable and shall terminate upon a ~~member's~~ Member's resignation or death. Members may resign from the BMFACorporation by submitting a resignation in writing to the President of the BMFACorporation. Players who are Active Members may resign by submitting a resignation in writing to the ~~Head~~ head ~~Coach~~ coach of the team for which the player is playing. Membership in the BMFACorporation may be terminated by the Board ~~if the member is sixty (60) days in arrears of payment of Registration fees or for behaviour that would otherwise bring the reputation of the BMFA into disrepute.~~ in accordance with Section 8.2 of these Bylaws.
- 4.5 Membership Fees – Membership fees shall be established from time to time by resolution of the Board.
- 4.6 Right to Vote – All Active ~~Members~~ and Parent/Guardian Members ~~and Honorary Lifetime Members~~ shall be entitled to notice of and to vote at all ~~meetings~~ Meetings of the Members of the BMFACorporation, as set out in Article 10.
- 4.7 Record Date – Individuals, who are Members of the BMFACorporation at least thirty-five (35) days in advance of any ~~General~~ Meeting of the Members of the BMFACorporation, are entitled to notice of and to vote at such ~~General~~ Meeting of the Members. Any individual who is not a Member at least thirty-five (35) days in advance of a ~~General~~ Meeting of the Members is not entitled to notice of or to vote at such ~~General~~ Meeting of the Members for which the record date has been established.



## 5. Term of Membership

- 5.1 The ~~Term~~term of a Member's membership shall be for twelve (12) months or less (depending on the dates of application and acceptance) and ends automatically ~~at~~on November 30<sup>th</sup> of any given year.
- 5.2 Memberships are not transferable and there shall be no refund or pro-rating of membership fees or dues as per league rules.

## 6. Application for Membership

- 6.1 All Members shall apply for membership in writing on forms or by methods designated by the Board, and by policy or regulations as exist from time to time, and the forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board may require. All membership applications are subject to Board approval and the Board may refuse to accept any application. Such refusal shall not be required to show cause, although adherence to regulations, policies, and principles of natural justice is presumed.

## 7. Fees, Dues and Assessments

- 7.1 Fees, dues and assessments of any type shall be fixed by majority vote of the Board from time to time. The requirements for payment of fees, dues or assessment shall be determined by the Board policy.

## 8. Resignation, Suspension / Termination of Membership

- 8.1 Resignation - Any Member may resign in writing to the BMFACorporation at any time and such resignation shall be effective upon ~~acceptance~~receipt by the Board.
- 8.2 Suspension/Termination - The Board may, by ~~resolution, carried by two thirds (2/3) majority of legal votes cast,~~Special Resolution resolve to suspend or expel or ~~terminate~~ any Member membership ~~(except those of elected Directors)~~, and shall give notice of such suspension or expulsion or termination in writing. Suspension or expulsion or termination of membership may be imposed upon a ~~member~~Member for any one or more of the following grounds:
- (i) Breaching any of the provisions of or failing to conduct himself in accordance with the Corporation's membership requirements, Bylaws, policies, regulations or any code of conduct or ethics, as the same may exist from time to time~~Failing to govern conduct in accordance with the BMFA membership requirements, Bylaws of the BMFA or any policies or regulations as may exist from time to time~~; or
  - (ii) Failing to pay any fee, due, or assessment, or any other monetary obligation to BMFACorporation, which is sixty (60) days in arrears; or
  - (iii) Carrying out any conduct which may be detrimental to the best interests of the Corporation or may bring the Corporation into disrepute, as determined by the Board in its sole discretion.~~or~~
- ~~Any other reason as determined by resolution of the Board.~~



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- 8.3 Suspension of Membership - Shall mean a temporary condition that could be extended to the end of the current membership year. Privileges of membership are suspended for whatever period prescribed by the Board but may be reinstated at any time during the same membership year with such probationary requirements as the Board sees fit.
- 8.4 Termination of Membership - Shall mean the cessation of all membership privileges for the balance of the current membership year, without possibility of reinstatement in the same year. Any application for membership in future years may contain probationary conditions or other requirements.

## 9. Appeals

- 9.1 Any Member or ~~registrant~~ Registrant of the ~~BMFA Corporation~~ directly affected by a decision of the ~~Club~~ Corporation may appeal such decision. The denial or termination of Membership in the ~~Corporation Club~~ may be appealed by a non-Member.
- 9.2 An individual shall not appeal a decision made by the Board ~~of Directors~~ regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Corporation Club's operations, except where the selection, appointment and revocation process outlined in the ~~Club Corporation's~~ published rules has not been followed.

## 10. Membership Meetings

- 10.1 There shall be two (2) types of Member meetings:
- ~~Annual General Meeting~~ AGMs of Members
  - ~~Other General or Special meetings~~ Meetings
- 10.2 The ~~Annual General Meeting~~ AGM of the Corporation shall be held at a date; time and place established by the Board, provided ~~of Directors but that~~ the Board shall always attempt to schedule the ~~Annual General meeting~~ AGM after year end and after ~~Leagues are finished~~ all football teams have completed play for the season.
- 10.3 Notice of the ~~Annual General Meeting~~ AGM of the Members of the Corporation shall be given ~~by publication~~ at least Twenty One (21) days prior to the ~~meeting~~ AGM by posting the notice on BMFA the Corporation's website and publication of the notice in at least one local community newspaper.
- 10.4 Where notice of a ~~meeting~~ Meeting of the Members is published in a local newspaper it will be deemed to be received generally by the Members of the Corporation. The accidental omission to notify any Member or the non-receipt of notice by any Member shall not invalidate any resolution passed or any proceedings taken at the meeting.
- 10.5 The business transacted at the ~~Annual General meeting~~ AGMs of the Corporation shall include the following:
- Roll call or checking of membership registration
  - Adoption of the minutes of the previous ~~Annual General Meeting~~ AGM and of any special membership meeting held since the last ~~Annual General Meeting~~ AGM
  - Report of the unfinished business from any previous membership meeting or any business arising out of the minutes
  - Report of the President on behalf of the Board ~~of Directors~~
  - Report of the Treasurer
  - Report of the Auditors



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- Report of the Flag Director
  - Report of the House League Tackle Director
  - Report of the Fall Stampeder Director
  - Report of the Summer Stampeder Programs
  - Report of the Burlington Junior Team
  - Any amendments to the Bylaws
  - Report of the Nominating Committee and election of Directors
  - The handing over of the Chair to the newly elected President
  - New Business
  - Adjournment
- 10.6 At all ~~meetings~~Meetings of the ~~membership~~Members of the Corporation, twenty (20) Members present in person or by proxy shall constitute a quorum. If no quorum is present, the presiding officer of the meeting shall adjourn the meeting to a date not less than seven (7) or more than fifteen (15) days thereafter, and the decision(s) of the adjourned meeting shall be binding on the Corporation regardless of the number of Members then present, provided that notice of the adjourned meeting shall be given as prescribed above at least seven days prior to the date of the adjourned meeting.
- 10.7 The fiscal year end of the Corporation shall be the 30th day of November.
- 10.8 Unless otherwise determined by the Members for a fiscal year, An independent audit review shall be performed by a 3rd party an arm's length qualified accounting firm ~~to and~~ audited financial statements shall be delivered to of the Corporation and at each AGM the Members shall a vote to approve the ~~Auditors~~auditors for the upcoming fiscal year.
- 10.9 Each Member of the Corporation may be provided with an Agenda and Treasurer Report the day of the ~~Annual General meeting~~AGM, which shall be and it is ~~decided~~ upon and approved by ~~a majority of~~an Ordinary Resolution of the Board prior to the AGM.
- 10.10 Non-~~Members~~ of the BMFA Corporation who wish to attend the BMFA Corporation's Annual General MeetingAGM must submit in writing to the Secretary their intentions and seek approval by the Board.
- 10.11 Upon the written request ~~of 2/3rd or more~~of not less than 10% of the Members of the Corporation, stating the general nature of the business to be transacted at the meeting, the Board ~~of Directors~~ shall within 21 days from the date the written request was delivered to the President or Secretary call a General or Special Meeting of the Members, for the membership, for the transaction of such business as may rightfully be brought before the membership, and such meeting shall be held within 42 days from the date of delivery of the requisition.
- 10.12 Notice of a Special ~~membership m~~Meeting shall be given by posting the notice on the Corporation's website and publication of the notice in at least one local community newspaper.  
~~by publication in a locally distributed newspaper or by written notice to all Members of record.~~

## 11. Bylaws of the BMFA Corporation

- 11.1 Any proposed amendments to the Bylaws made by the Board ~~of Directors~~ for consideration at the AGM must be published on the BMFA Corporation's website with the announcement of the AGM at least twenty-one (21) days prior to the AGM.
- 11.2 Comments regarding amended Bylaws must be submitted to the Secretary fourteen (14) days prior to the ~~Annual General Meeting~~AGM.





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- 11.3 Any proposed changes to the Bylaws made by Members for consideration at the AGM must be submitted in writing to the President of the Corporation at least fourteen (14) days prior to the AGM.
- 11.4 ~~An amendment to the~~ Bylaws of the Corporation may only be ~~amended-approved only by no less than two-thirds majority vote of all eligible members in attendance at an Annual or special membership meeting~~by Special Resolution passed at the Corporation's AGM. ~~Adoption of general motions requires a simple majority vote.~~

## 12. Voting Procedures / Rights

- 12.1 At all ~~meetings~~Meetings of the Members every question shall be decided by ~~a majority of votes of the voting Members present in person~~Ordinary Resolution unless otherwise required by the Bylaws, the Act or by statute.
- 12.2 Any Member in good standing who is eighteen (18) years of age is eligible to vote at any ~~Annual General Meeting~~AGM or any other meeting of the Members called.
- 12.3 Each Member shall be entitled to one (1) vote.
- 12.4 At the start of a meeting, the Secretary will record the attendance of Members and will allocate them a voting card with the appropriate number of entitled votes shown upon it. Before the meeting commences, the Registrar will also confirm the total number of votes contained within the meeting to establish the required two thirds (2/3) and absolute majority thresholds.
- 12.5 Every question shall be decided in the first instance by a show of votes that shall be counted either by the Secretary or by ~~scrutinizers~~scrutineers appointed by the Board. Upon a show of votes, every Member having voting rights shall have votes, as scheduled. In case of an equity of votes at any ~~general meeting~~Meeting of the Members, the Chairperson of the meeting (not the Nominating Chairperson) will be entitled to cast a second and deciding vote.

### 12.6 Proxies

(a) A Member entitled to vote at a Meeting of the Members may, by means of a proxy, in a form prescribed by the Corporation, appoint a proxyholder, who shall be a Member of the Corporation, to attend, act and vote at the Meeting of the Members specified in the proxy in the manner and to the extent authorized by the proxy and with the authority conferred by such proxy.

(b) A proxy is valid only at the Meeting of the Members in respect of which it is given or at any adjournment or adjournments thereof.

(c) The Board may specify in a notice calling the Meeting of the Members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the Meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation (subject to the rights of Members to revoke proxies, as provided below).

(d) A Member may revoke a proxy either (i) by depositing with the Corporation no later than the last business day preceding the day of the Meeting, or an adjournment thereof, at which the proxy is to be used, or with the chair of the Meeting on the day of the Meeting, or an adjournment thereof, an instrument in writing duly signed by the Member; or (ii) in any other manner permitted by law.

## 13. Board of Directors

- 13.1 The Board ~~of Directors~~ shall consist of up to ~~twelve~~fifteen (15) Members in positions to conduct the business of the ~~BMFA Corporation~~. The ~~Board of Directors~~ are elected by ballot or show of eligible Member votes ~~as well as~~other than the ~~past~~Past President who is an Ex-Officio Director.



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Conditional on the Directors maintaining their ~~BMFA Membership~~ membership in the Corporation, the term of office of Directors shall ~~be two (2) be for one (1) years~~. Directors shall be elected or re-elected, as the case may be, at ~~the each Annual General meeting~~ AGM of the ~~BMFA Corporation~~, or may be appointed by resolution of the Board ~~of Directors~~ to fill vacancies as required until the next ~~Annual General meeting~~ AGM.

- 13.2 ~~Board Members~~ Directors may be elected to serve as President and Treasurer for a maximum of three (3) consecutive years; ~~however, but~~ may stand for re-election for the position they previously held after being away from the position for at least one (1) year.
- 13.3 No ~~Member o~~ Director on f the Board ~~of Directors~~ shall be paid in money or kind for services rendered in his or her capacity as a Director of ~~BMFA Corporation~~. Any party, including Directors, ~~can may~~ and shall be reimbursed for legitimate and approved expenses (including gas mileage) incurred in the course of carrying out his or her duties on behalf of the ~~BMFA Corporation~~'s business affairs determined by the Board, upon submitting appropriate receipts.
- 13.4 Members of the Board ~~of Directors~~ and their families shall not enter into any business arrangement with the ~~BMFA Corporation~~ in which they are interested directly or indirectly except with a majority vote of the Board ~~of Directors~~. No Member of the ~~BMFA Corporation~~ may hold more than one (1) elected office in the ~~BMFA Corporation~~ at any one time (unless approved at the AGM by a majority vote); however, a Director or a Member may fill a position if vacated mid-term if approved by a majority of the Board ~~of Directors~~.
- 13.5 Directors of the ~~BMFA Corporation~~ shall not serve as a Coach, Assistant Coach, Manager or Treasurer of any ~~BMFA Corporation~~ team, except a team whose schedule does not exceed three games except by a majority vote of the Board ~~of Directors~~.
- 13.6 A Director may not hold any position (Director, Coach, etc.) in a competing minor football organization unless approved by a majority vote of the Board of Directors.
- 13.7 Every Director of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 13.8 In addition to Section 14.3 of these Bylaws, the Board may, by Special Resolution passed at a meeting of the Board which written notice specifying the intention to pass such resolution has been given to the Directors, resolve to suspend or remove any Director before the expiration of his term of office and may declare his position vacant until the next AGM of the Corporation. Suspension or removal of a Director may be imposed upon a Director for any one or more of the following grounds:
- (i) Breaching any of the provisions of or failing to conduct himself in accordance with the Corporation's Bylaws, policies, regulations or any code of conduct or ethics, as the same may exist from time to time; or
  - (ii) Carrying out any conduct which may be detrimental to the best interests of the Corporation or may bring the Corporation into disrepute, as determined by the Board in its sole discretion.

## 14. Meetings

- 14.1 Regular monthly meetings of the Board ~~of Directors~~ shall be held in the City of Burlington (surrounding area) at such date, time and place as the Board may from time to time determine, provided that other meetings may be called by the President, or upon petition of at least four (4) ~~Members~~ Directors on the Board thereof.





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- 14.2 A quorum for a meeting of the Board ~~of Directors~~ shall consist of a simple majority of all ~~Members~~ [Directors on](#) ~~of~~ the Board. No error or omission in giving notice for a meeting of Directors shall serve to invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any and all proceedings taken.
- 14.3 When a ~~Member of~~ [Director on](#) the Board ~~of Directors~~ fails to attend three (3) consecutive meetings without, in the opinion of the Board, having reasonable cause thereof or fails to perform any of the duties allotted to him as a Director, his position on the Board may be declared vacant until the next ~~Annual General meeting~~ [AGM](#) of the Corporation.

## 15. Board of Directors' Obligations

- 15.1 The Board ~~of Directors~~ shall have the general direction and control of the affairs of the Corporation. In addition to the duties customarily performed by Board ~~of Directors~~, the Board shall:
- Subject to the express provisions of these Bylaws, determine from time to time the terms, conditions and limitations under which players may be registered and assigned to teams and rosters, and the terms, conditions and limitations governing the cancellation or withdrawal of players;
  - Accept applications from and appoint coaches through process of the [BMFA Corporation](#) Board for any [BMFA Corporation](#) sponsored teams;
  - Fix the amount of and obtain insurance for property loss or damage and player and public liability;
  - Determine from time to time registration fees, sponsor fees and other fees;
  - Designate the bank(s), trust company(s) or credit union(s) in which the funds of the Corporation shall be deposited;
  - Employ, fix the compensation and prescribe the duties (role description) of any such employees as may, in the discretion of the Board ~~of Directors~~, be necessary, and have the power, by vote of two-thirds of the Board, to remove such employees;
  - During the absence or disability of any officer, appoint a qualified Member to act temporarily in his or her stead;
  - Appoint an independent accountant one (1) year term to audit the books and records of the Corporation;
  - Accept any league into the playing schedule or schedules of the [BMFA Corporation](#), and prescribe the conditions for such participation.

## 16. Director Nominations / Eligibility

- 16.1 The Board ~~of Directors~~ may appoint a nominating committee [consisting](#) of three (3) or more Members, who shall nominate at least one Member for every position when an election is to be held at an Annual meeting. When a nominating committee has been so appointed, the chairman of the meeting shall ask the chairman of the nominating committee to place the names of the Members being nominated before the meeting, and the chairman of the meeting shall then call for other nominations for each position.



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- 16.2 To be eligible for election to a position on the Board, the candidate must be nominated by a Member of the Corporation, either from the floor of the ~~Annual General meeting~~AGM or prior by communication of the nomination to the nominating committee chairman. To be eligible for election, a nominee must consent to his or her nomination either in person at the ~~Annual General meeting~~AGM or by means of a written acceptance of nomination filed with the chairman of the meeting or the nominating committee chairman during or prior to the ~~Annual General meeting~~AGM.
- 16.3 Any person(s) who has resigned and/or has been removed (by Board vote) from the ~~BMFA Corporation's~~ Board ~~of Directors~~, will NOT be eligible to run and/or be appointed by the ~~BMFA Corporation's~~ Board ~~of Directors~~ to any BMFA Corporation position whether permanent or temporary for a minimum of one year.
- 16.4 To be elected onto the Board ~~of Directors~~ of the BMFA Corporation, the following qualifications must be met:
- A Director must be a member of the BMFA Corporation, with the exception of the Treasurer's position where a recognized qualification in accountancy will be a prerequisite
  - A Director must be eighteen (18) or more years of age
  - No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director
  - A Director may not hold any paid staff position of BMFA Corporation, nor may a Director be an immediate family member (as defined as Father, Mother, Son, Daughter, Grandfather, Grandmother, Grandson, Granddaughter, Step-son, Step-daughter, Step-mother, Step-father, Mother-in-Law, Father-in-Law) of any paid employee of BMFA Corporation.
- 16.5 No Member is eligible to be elected to the office of President unless the Member has previously served at least one term as a Director of BMFA Corporation. The Board ~~of Directors~~ may, by resolution of two-thirds of the Directors present, appoint a Director who has or has not previously served as a Director of the BMFA Corporation including the immediate Past President, to any position including the position of President, Secretary or Treasurer until the next ~~Annual General meeting~~AGM or special membership meeting convened for that purpose.
- 16.6 Following election to the Board ~~of Directors~~, all Directors will produce an updated Police Clearance Certificate to the Secretary of the BMFA Corporation within six (6) weeks of their election. The ultimate decision to accept a potential Director onto the Board ~~of Directors~~ who has a police record will remain with the Board ~~of Directors~~.

## 17. Board of Directors' Role Descriptions

The **President** of the Corporation shall:

- Preside as Chairman at all meetings of Members
- Maintain the agenda and preside as Chairman of all meetings of the Board ~~of Directors~~ and in concert with the Board ~~of Directors~~ set the meeting dates
- Be responsible for appointing people to count and scrutinize any balloting at any meeting of the Board ~~of Directors~~ or Members
- While acting as Chairman, vote only to break a tie
- Ensure that the organization completes an orderly process to establish an annual strategic plan and budget
- Review and establish as required necessary organizational arrangements and responsibilities to carry out the affairs of the organization
- Be the chief spokesperson and representative for the Corporation at any public or official functions (including league affiliations) where BMFA Corporation is represented or appoint a designate to act as chief spokesperson as appropriate



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- Be ~~an ex~~Ex-officio-Officio member of all committees, sub-committees and Task Forces of the Board
- Report to each ~~Annual meeting of Members~~AGM of the Corporation concerning the operations of the ~~BMFA~~Corporation
- Appoint an independent accountant to review the books and records of the Corporation, on the direction of the Board ~~of Directors~~
- Be responsible for overseeing the activities of the Equipment Manager and the Community Liaison Manager
- Perform such other duties as are necessary for the proper conduct of his office as President as well as any other duties as may from time to time be determined by the Board ~~of Directors~~
- Perform such other duties as are necessary for the conduct of the office of President as well as any other duties as may from time to time be determined by the Board ~~of Directors~~

The **Vice President** of the Corporation shall

- Be responsible for coordinating and preparing an annual master schedule for all Flag, Representative, Braves and House League Tackle games (including playoffs)
- Arrange initial booking of all fields, lights, game officials, and medical staff for Flag, House League Tackle, Braves and Stampede in conjunction with the Flag, House League Tackle, Braves and Stampeder Directors
- Be responsible for overseeing the activities of the Fundraising Manager and the Communications Manager
- Perform all the duties of the President in the absence or disability of the President
- Perform such other duties, including special projects, as may be determined from time to time by the Board ~~of Directors~~

The **Past President** shall

- Act as an advisor of the Board ~~of Directors~~ and may attend any and all meetings of the Board ~~of Directors~~ and the Members whether elected as a current Director or not
- Have the power to vote at Board meetings if duly elected as a current Director of ~~BMFA~~Corporation
- Have the privilege of standing for re-election to the Board ~~of Directors~~ as outlined in these Bylaws
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~

The **Secretary** of the Corporation shall

- Have the custody of the official records of the Corporation, including the letters patent or articles of incorporation, the seal, the insurance documents, and all official correspondence, etc
- Keep an official record of all meetings of the Board ~~of Directors~~ and Members
- Issue copies of all minutes of all meetings to all Directors within 72 hours of all Board ~~of Directors~~, AGMs and Special Meetings and maintain a League file for membership use, as well as a file for the lawyer
- Give notice of all ~~meetings~~Meetings of ~~the~~ Members in the manner prescribed by these Bylaws
- Be the official correspondent and contact officer of the corporation
- Establish and maintain the organization's Safe Management policy as well as the necessary discipline committee structures and process
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~

The **Treasurer** of the Corporation shall

- Be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the ~~Corporations Act of the Province of Ontario~~ in a manner acceptable to the independent accountant which books and records shall at all times be open to the inspection of the Board ~~of Directors~~
- Manage the process of budget preparation by operating division



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- Prepare and submit a monthly financial statement to the Board ~~of Directors~~ showing the receipts and disbursements and accounts receivable and accounts payable and the financial position of the [BMFA Corporation](#) and each operating division within it; maintain a schedule of variance of budget
- Deposit all funds received within one week after receiving same, in the depositories prescribed by the Board ~~of Directors~~
- Assist the independent accountant in the preparation of the annual auditor's report and financial statements
- Provide a Treasurer's Report to the Members at the ~~Annual General meeting~~ [AGM](#)
- Oversee the financial aspects of the activities performed by any other Directors charged with accepting and or depositing funds on behalf of the [BMFA Corporation](#)
- Prepare any financial reports as may be required from time to time by government departments;
- Follow up on any returned cheque received by the Corporation
- Act as liaison between the Board ~~of Directors~~ and any accounting service retained by [BMFA Corporation](#)
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~  
Some of these specifics are:
  - Be responsible for establishing purchasing programs with all external suppliers including uniforms and game apparel, equipment, EMS, fields, transportation, trophies, photography and referees
  - Create and publish refund policy for distribution at each registration
  - Pay out refunds
  - Bring refund requests to Board for approval
  - Receive invoices
  - Obtain confirmation of validity of invoices
  - Pay bills
  - Attend registrations, collect money
  - Attend major fundraising events, collect money
  - Prepare budget from previous year's data and with input from the Board

**The Registrar shall**

- Be a recognized role within the [BMFA Corporation](#) Board ~~of Directors~~ in those years when the organization budget does not allow for the hiring of a General Manager to handle the registration duties
- Organize, co-ordinate and supervise the planning and receipt of all Flag, Tackle, Representative and Junior (Braves) registrations for the [BMFA Corporation](#)
- Distribute and maintain player database list for Flag, House League Tackle and Representative teams
- Request, as may be deemed necessary, any medical releases or information required for the purposes of approving the registration of any Flag, Tackle or Representative application
- Liaise with Ontario Football Alliance and ensure that all registrations and player insurances are located with the proper Association and filed with the [BMFA Corporation](#)
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~.  
Some of these specifics are:
  - Retrieve voice messages and update message on voice mail system
  - Ensure availability of registration forms
  - Choose registration dates
  - Input registration data
  - Canvas for volunteers, sponsors, etc. on registration day
  - Respond to parent queries
  - Mail-out registration if elected by the [BMFA Corporation's](#) Board ~~of Directors~~

**The Fund Raising Director shall**

- Coordinate, through use of a committee, all fund raising run by the [BMFA Corporation](#). At present these include Bingo's, relationships with major sponsors (Hamilton Tiger Cats)



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- Maintain accurate, complete and comprehensive records of each activity including funds disbursed and collected
- Provide the Treasurer with statements of deposits for each deposit made on a monthly basis, at least five (5) days prior to each meeting of the Board ~~of Directors~~
- Obtain all licenses required by the City of Burlington and any other jurisdiction involved
- Submit all reports and forms to the City of Burlington and any other jurisdiction involved
- Perform other such duties as may be determined from time to time by the Board ~~of Directors~~.  
Some of these specifics are:
  - Obtain team sponsors, Flag and tackle
  - Coordinate fundraising activities
  - Get raffle tickets printed, etc.
  - Obtain licenses for fundraising activities
  - Purchase prizes for raffles as required etc. publish winners, etc.

The **Communications Director** shall

- Coordinate advertising as required for each league, Flag, Tackle and Stampeders, i.e. local newspapers, flyers in schools
- Assist other directors with outreach/communication to parents
- Arrange advertising for registration
- Communicate information to parents during each season, Flag, Tackle and Stampeders
- Provide feedback mechanism for parents to evaluate the league
- Establish a relationship with local sports media
- Ensure results of all games are publicized via website
- Manage and coordinate website functions and updates

The **Tackle House League Director** shall

- Be responsible for the organization and arrangement of any and all activities related to the operation of the house league or leagues
- Be responsible for co-coordinating and preparing a master schedule for all house league games, in co-operation with the Vice President and Stampeders Director
- Be the Chairman of the House League Task Force as well as any sub-committees relative to the operation of the House League or teams therein
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~  
Some of these specifics are:
  - Obtain volunteers to fill the role of Division Convener
  - Obtain volunteers to fill the role of Team Parent Rep
  - Recruit coaches and coordinate with the Vice President on coaching development matters
  - Be responsible for the confirmation of attendance of referees, medical staff, etc. at games
  - Arrange and schedule setup and take down of all field equipment for House League
  - Arrange and schedule Picture Day for House League
  - Ensure there is ongoing two way communication between Division conveners, team parent reps, coaches and appropriate Directors

The **Fall Rep Stampeders Director** shall

- Be responsible for the organization and arrangement of any and all activities related to the operation of any Stampeders traveling teams or other teams not designated as House League or Flag teams operating under the [BMFA Corporation](#) and operating in the fall season
- Represent the [BMFA Corporation](#) and any and all teams not designated as House League or Flag teams in dealings with leagues under which those teams operate
- Provide liaison between the teams and the Board ~~of Directors~~ of [the BMFA Corporation](#)
- Liaison with the House League Director and Vice President in setting of games and field schedules



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- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~  
Some of these specifics are:
  - Assist the Director of Coaching in the identification and recruitment of coaches
  - Be responsible for the confirmation of attendance of referees, medical staff, etc. at games
  - Arrange and schedule setup and take down of all field equipment for rep league;
  - Ensure there is ongoing two way communication between team managers, coaches and the BMFACorporation's Board ~~of Directors~~
  - Review team budgets

The **Summer Rep Stampeders Director** shall

- Be responsible for the organization and arrangement of any and all activities related to the operation of any Stampeder or other traveling teams or other teams not designated as House League or Flag teams operating under the BMFACorporation and operating in the summer season.
- Represent the BMFACorporation and any and all teams not designated as house league or Flag teams in dealings with leagues under which those teams operate
- Provide liaison between the teams and the BMFACorporation's Board~~of Directors~~;
- Liaison with the House League Director and Vice President in setting of games and field schedules
- Be the Chairman of the House League Task Force as well as any sub-committees relative to the operation of the House League or teams therein
- Perform such other duties as may be determined from time to time by the Board~~of Directors~~.  
Some of these specifics are:
  - Assist the Director of Coaching in the identification and recruitment of coaches
  - Be responsible for the confirmation of attendance of referees, medical staff, etc. at games
  - Arrange and schedule setup and take down of all field equipment for summer league
  - Ensure there is ongoing two way communication between team managers, coaches and the BMFACorporation's Board ~~of Directors~~
  - Review team budgets

The **Junior Football Director** shall

- Be responsible for the organization and arrangement of any and all activities related to the operation of any Braves traveling teams or other teams not designated as House League or Flag teams operating under the BMFACorporation and operating in the Junior football
- Represent the BMFACorporation and any and all teams not designated as House League or Flag teams in dealings with leagues under which those teams operate
- Provide liaison between the teams and the Board ~~of Directors~~ of the BMFACorporation
- Liaison with the House League Director and Vice President in setting of games and field schedules
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~  
Some of these specifics are:
  - Obtain volunteers to fill the role of team manager
  - Recruit coaches and coordinate with the Vice President on coaching development matters
  - Be responsible for the confirmation of attendance of refs, medical staff, etc. at games
  - Arrange and schedule setup and take down of all field equipment for junior league
  - Arrange and schedule Picture Day for junior league
  - Ensure there is ongoing two way communication between team managers, coaches and appropriate Directors
  - Publish game results
  - Review team budgets

The **Flag Football Director** shall





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- Be responsible for the organization and arrangement of any and all activities related to the operation of the Flag league or leagues
- Be responsible for co-coordinating a master schedule for all Flag games
- Be the Chairman of the Flag Task Force and any sub-committees relative to the operation of the Flag league or leagues
- Perform such other duties as may be determined from time to time by the Board ~~of Directors~~.  
Some of these specifics are:
  - Obtain volunteers to fill the role of division convener
  - Obtain volunteers to fill the role of team parent rep
  - Recruit coaches and coordinate with the Vice President on coaching development matters
  - Be responsible for the confirmation of attendance of referees, medical staff, etc. at games
  - Arrange and schedule setup and take down of all field equipment for Flag league
  - Arrange and schedule Picture Day for flag league
  - Ensure there is ongoing two way communication between division conveners, team parent reps, coaches and the [BMFA Corporation](#) Board

**The Director of Coaching shall**

- Provide general liaison with coaches re: coaching related instruction, mentorship, education, discipline, etc.
- Recruit coaches and oversee coaching development matters
- Provide and/or organize coaching education / instruction / certification to coaches
- Provide advice to the Board re: club coaching policies and procedures
- Work with the Board to communicate club standards and policy related to coaching
- Plan / facilitate the evaluation camp
- Facilitate meetings with the coaching sub-committee
- Work closely with officials to ensure [BMFA Corporation](#) policies / rules are being implemented
- Assess that teams have proper staff in place and compliment staff with additional support if warranted and promote harmony within the programs and share resources
- Backfill coaching pool for the sake of attrition

**The Director of Player Development shall**

- Design and implement a player development plan for both tackle and flag programs
- Design player development programs consistent with Football Canada principles
- Identify players from [BMFA Corporation](#) (tackle /flag) “talented players” for further skill development
- Develop and implement a player grading system
- Foster an attitude of fair play and enjoyment of football amongst all players
- Design and implement Super Skills and football training camps and clinics including those offering specialist skill developments
- Take on the role of liaison, encouraging players( parents) to participate in flag and tackle to advocate skill development

## 18. Volunteer Committees

- 18.1 The Board ~~of Directors~~ may from time to time establish various committees of the Board in order to assist the Board in carrying out their administrative functions.
- 18.2 The Board shall specify the duties and powers of each committee appointed.
- 18.3 Any recommendations of any committee must be approved by a majority vote of the Board ~~of Directors~~ before implementation.



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- 18.4 Any and all standing committees may be responsible as well for other duties assigned to it by a majority vote of the Board ~~of Directors~~.
- 18.5 Every standing committee will be chaired by a ~~Member of~~ Director on the Board ~~of Directors or a delegate thereof~~.

## 19. Finance and Management

- 19.1 Fiscal Year – The fiscal year of the Corporation will be December 1<sup>st</sup> to November 30<sup>th</sup>, or such other period as the Board may from time to time determine.
- 19.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 19.3 Deposits – All cash received must be deposited in the ~~BMFA~~ Corporation bank account within seventy-two (72) hours of receipt.
- 19.4 At each ~~Annual General Meeting~~ AGM, unless an audit exemption is available and consented to by the Members, the Members will appoint an auditor to audit ~~or conduct a review engagement of~~ the books, accounts and records of the Corporation. The auditor will hold office until the next ~~Annual Meeting~~ AGM. The auditor will not be an ~~Employee~~ employee or a Director of the Corporation and must be permitted to conduct an audit ~~or review engagement~~ of the Corporation under the *Public Accounting Act, 2004*, as amended.
- 19.5 Annual Financial Statements – The Directors will approve financial statements of the Corporation of the last fiscal year of the Corporation not more than six months before the ~~Annual General Meeting~~ AGM and present the approved financial statements before the Members at every ~~Annual General Meeting~~ AGM.
- 19.6 Books and Records – The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.
- 19.7 Signing Authority - All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of Corporation, must be signed by any two (2) of the President, Secretary, Treasurer and one (1) other Director to be designated by the Board ~~of Directors~~. No cheques are to be signed in blank. Cheques issued shall be recorded in the books of the Corporation by the Treasurer. Any cheque made payable to the Treasurer must be signed by two (2) other signing officers.
- 19.8 Property - The Corporation 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.
- 19.9 Borrowing – The Board may from time to time:
- Borrow money on the credit of the Corporation;
  - Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
  - Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including



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book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

### Remuneration

19.10 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a Meeting of [the](#) Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

19.11 General Manager - The remuneration of the General Manager and any other paid employees of the Corporation will be established from time to time by the Board ~~of Directors~~.

### Conflict of Interest

19.12 Conflict of Interest - A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation 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.

## 20. Amendment of Bylaws

20.1 Voting - These Bylaws may only be amended, revised, repealed or added to by a ~~two-thirds affirmative vote~~ [Special Resolution](#) of the Members present [in person or by proxy](#) at a ~~meeting~~ [Meeting of the Members](#) duly called to amend, revise or repeal these Bylaws.

## 21. Notice

21.1 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 Corporation, Director or Member, as the case may be.

21.2 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, or 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.

21.3 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.

## 22. Dissolution

22.1 Dissolution - The Corporation may be dissolved in accordance with the Act.

22.2 Assets - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to another not-for-profit amateur sport organization, as determined by the Board.

## 23. Indemnification



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- 23.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer, and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or any individual who acts at the Corporation's request in a similar capacity.
- 23.2 Will Not Indemnify - The Corporation will not indemnify a Director, Officer, or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him/her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 23.3 Insurance - The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board ~~of Directors~~.

## 24. Adoption Of These Bylaws

- 24.1 Effective Date. Subject to the provisions of the Act and a Special Resolution of the Members, this Bylaw shall be effective when approved by the Board and ratified and confirmed by the Members of the Corporation ~~Ratification - These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on March 29, 2016.~~
- 24.2 Repeal of Prior Bylaws - ~~In ratifying~~ Upon ratification and confirmation of these Bylaws by the Members, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws. all prior bylaws of the Corporation are hereby repealed and replaced by these Bylaws, which repeal will not impair or invalidate any action done pursuant to the repealed bylaws.