BADMINTON ONTARIO
CONSTITUTION & BY-LAWS (August 2015)

CONSTITUTION

1. The name of the Association is “Badminton Ontario”.

2. The objectives of the Association are to:

   a) To organize, promote, encourage and develop interest and participation in the sport of badminton.

   b) To seek support from and work cooperatively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Association, to promote amateur badminton.

   c) To stimulate public awareness and involvement, and to encourage participation in badminton as a healthful exercise for improving physical fitness;

   d) To provide opportunities for all amateur badminton players and to encourage and promote proficiency and excellence by Ontarians in all aspects of amateur badminton;

   e) To encourage and support badminton tournaments and competitions leading to participation in Provincial, National and International competition.

   f) To seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives.

BADMINTON ONTARIO – BYLAWS (August 2015)

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Badminton Ontario, a Corporation incorporated under the Ontario Corporations Act, R.S.O. 1990, c.38, as amended.

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

a) *Act* – the Ontario Corporations Act.
b) *Association* –Badminton Ontario.
c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
d) *Board* – the Board of Directors of the Association.
e) *Constitution* – a statement comprising the Association's objectives.
f) *Days* – will mean days irrespective of weekends and holidays.
g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
j) *Registered Address* – the most recent address, including e-mail address, of record in the register of Members.
k) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

1.3 Head Office – The head office of the Association will be located at all times within the Province of Ontario.

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

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 Association.

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

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has five (5) categories of membership:

a) District Members;
b) Club Members;
c) Individual Members;
d) Associate Members;
e) Honorary Member.

Qualifications for Membership

2.2 District Member – An organized association representing a geographic area described in Appendix "A" which is composed of three or more badminton clubs within the designated geographical area which focuses on the promotion and organization of badminton and has bylaws and policies that are consistent with those of the Association; is registered as a member of the association and has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

2.3 Club Member – An organized badminton club registered with a District member that is registered as a member of the association and has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

2.4 Individual Member – Any individual who is a volunteer, coach, manager, athlete, official or administrator registered with a Club Member that is registered as a member of the association and has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

2.5 Associate Member – Any organized badminton club not located in a District Members geographical area that is registered as a member of the association and has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

2.6 Honorary Member - An individual or entity approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of the sport of badminton in Ontario that is registered as a member of the association and has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

Admission of Members

2.7 Admission of Members - No individual or entity 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 been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
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; and
e) The candidate member has provided its membership list to the Association and paid dues as prescribed by the Board.

2.8 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Determination of Gender

2.9 Definition – With respect to the conduct of the Association's operations, a Member's gender shall be determined by a medical or government-issued document.

Membership Dues

2.10 Year - Unless otherwise determined by the Board, the membership year of the Association will be January 1st – December 31st.

2.11 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Transfer, Withdrawal and Termination of Membership

2.12 Termination – Membership in the Association will terminate immediately upon:

a) The Members death.
b) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws.
c) Dissolution of the Association.
d) Dissolution if the member is a corporation or representing a corporation.
e) 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.

2.13 Resignation – A Member may resign from the Association by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

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

2.15 Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

2.16 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.17 Transfer – Membership in the Corporation is non-transferable.

Good Standing

2.18 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.
f) Had paid all required membership dues;
g) If the Member is a District Member, the District Member has obtained not-for-profit status pursuant to the Ontario Corporations Act, R.S.O. 1990, c.38, as amended, by no later than December 31, 2015; and
h) If the Member is a District Member, the District Member has submitted an annual District Financial Statement to the Association.

2.19 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Notice - Written notice of meetings of Members will be given to voting Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions. Notice of meetings of Members will be provided to non-voting Members by way of posting on the Association's website at least fourteen (14) days prior to the date of the meeting.

3.5 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) Report of Auditors
i) Appointment of Auditors
j) Business as specified in the meeting notice
k) Election of new Directors
l) Adjournment

3.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.7 Quorum – Five (5) of the voting Members will constitute a quorum.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.9 Voting Privileges – Members will have the following voting rights at all meetings of Members:

a) District Members will appoint the District President or an Executive member who may attend and participate in meetings and is entitled to the number of votes as follows:
   i. 0-100 Registered Individual Members – One (1) Vote;
   ii. 101 - 300 Registered Individual Members – Two (2) Votes;
   iii. 301 – 500 Registered Individual Members – Three (3) Votes;
   iv. 501 – 700 Registered Individual Members – Four (4) Votes;
   v. 701 – 1000 Registered Individual Members – Five (5) Votes;
   vi. 1001 or more Registered Individual Members – Six (6) Votes.
b) Club Members will appoint the Club President or an Executive member who may attend and participate in meetings but are not entitled to vote.
c) Individual Members eighteen years of age and older may attend and participate in meetings but are not entitled to vote.
d) Honorary/Lifetime Members eighteen years of age and older may attend and participate in meetings but are not entitled to vote.

3.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Determination of Votes – Votes, excluding elections, will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting. Elections will be by way of ballot voting.

3.12 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

3.13 Proxy Voting – There is no voting by proxy.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Directors.

4.2 Composition of the Board – The Board of Directors of the Association will consist of the following:
a) President
b) Vice-President
c) Past-President
d) Finance and Administration Director
e) Director of Coaching
f) Director of High Performance
g) Three (3) Directors at Large

Election of Directors - President, Vice-President, Finance and Administration Director and Directors at Large

4.3 Eligibility - Any Member who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Association in good standing may be nominated for election as the President, Vice-President, Finance and Administration Director, Director of Coaching, Director of High Performance, or Director at Large. The Past-President Director shall be the individual that served as President immediately prior to the current President taking office.

4.4 Skills and Characteristics – Potential Directors at Large will have one or more of the following skills and/or attributes in key areas including Participation, Excellence and Capacity:

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

h) Strategic connectivity to key clients
i) Ethical and values based behavior
j) Other attributes valued by the Board of Directors

Skills

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

4.5 Nominating Committee – The Nominating Committee will be comprised of the three Members of the Association as appointed by the Board of Directors.

4.6 Duties – The Nominating Committee will be responsible to solicit nominations for the election of the President, Vice-President, Finance and Administration Director, Director of Coaching, Director of High Performance, and Director(s) at Large.

4.7 Nomination - Any nomination of an individual for election as the President, Vice-President, Finance and Administration Director, Director of Coaching, Director of High Performance, or Director(s) at Large will include the written consent of the nominee by signed signature; and be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.

4.8 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.9 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.10 Election – The election of Directors will take place annually at the Annual General Meeting in accordance with section 4.11.

4.11 Election – The election of Directors will take place as follows:

a) The President, Finance and Administration Director, the Director of High Performance, and 1 Director at Large will be elected by the membership at the Annual General Meeting held in odd numbered years.
b) The Vice-President, the Director of Coaching, and the remaining 2 Directors at Large will be elected by the membership at the Annual General Meeting held in even numbered years.

4.12 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
a) One Valid Nomination – Winner declared by acclamation.
b) Two or More Valid Nominations – 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 their 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 Board of Directors by resolution.

4.13 Terms - The President, Vice-President, Finance and Administration Director, Director of High Performance, Director of Coaching and Director(s) at Large will serve terms of two years and 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.

Resignation and Removal of Directors

4.14 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a

disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.15 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) Upon the Director's death.

4.16 Removal – An elected Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

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

Meetings of the Board

4.18 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.

4.19 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.20 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.21 Quorum – At any meeting of the Board of Directors, quorum will consist of two-fifths (2/5) of Directors holding office.

4.22 Voting –Each Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.

4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. District Presidents shall have a standing invitation to attend all Meetings of the Board as non-voting participants.

4.24 Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.25 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.26 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.

4.27 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.28 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.29 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.30 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the President, Vice-President, Director of Finance and Administration, and three (3) Directors at Large.

5.2 Duties - The duties of Officers are as follows:

a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee, will be the official spokesman of the Association, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.

b) The Vice-President will assist the President in the performance of duties and will be vested with all the powers and will perform, all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President will be responsible for ensuring close liaison between the Association and all levels of government and will perform such other duties as may from time to time be established by the Board.

c) The Director of Finance and Administration will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Association 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; and will perform such other duties as may from time to time be established by the Board.

d) The Directors at Large will perform such duties as may from time to time be established by the Board or the Executive Committee.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

5.4 Executive Committee - The Executive Committee will be comprised of the President, Vice-President, Director of Finance and Administration, and the Past-President. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.5 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.

5.6 Number of Meetings – The Executive Committee will hold at least five (5) meetings per year.

5.7 Quorum - Quorum will consist of a majority of the Executive's voting members.

5.8 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.

5.9 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.10 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

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

5.12 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.13 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

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

5.15 Removal - The Board may remove any member of any Committee.

Remuneration

5.16 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.17 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 VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Association will be April 1st to March 31st, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being the President and Finance and Administration Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 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.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, 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

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.

ARTICLE X INDEMNIFCATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

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

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on May 7, 2015.

11.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on May 31, 2015.

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

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President Finance and Administration Director

APPENDIX "A"

Central Ontario District	Regions of Lennox and Addington, Northumberland, Hastings, Victoria, Prince Edward, Regions of Durham, Peterborough and Frontenac.
Georgian Bay District	Regions of Bruce, Simcoe, Muskoka, Grey, Dufferin, Parry Sound and Haliburton, and the towns of Aurora and Newmarket.
Northern Ontario District	Districts of Cochrane, Sudbury, Algoma, Timiskaming, Nipissing, Manitoulin, Kenora, Rainy River, and Thunder Bay.
Ottawa District	Counties of Prescott, Lanark, Russell, Renfrew, Glengarry, Grenville, Stormont, Leeds, Dundas and the Regional Municipality of Ottawa-Carlton.
Toronto District	Municipality of Metropolitan Toronto, Provincial Region of Peel, and the towns of Halton Hills and Oakville.
Western Ontario District	Regions of Wellington, Huron, Hamilton-Wentworth, Perth, Lincoln, Waterloo, Haldimand Brant, Oxford, Elgin, Middlesex, Kent, Lambton, Haldiman-Norfolk, Essex, Milton and the town of Burlington.
York District	Provincial Region of York (except for the towns of Aurora and Newmarket).