



1. The name of the Association is “**Ontario Disc Sports Association**”.

2. The **Objectives** of the Association are to:
 - A. Represent disc golf in Ontario.
 - B. Provide newcomer, amateur and professional disc golfers with information regarding the sport of disc golf provincially, nationally and internationally.
 - C. Update members on new rules and rule changes.
 - D. Publish a newsletter on current events and topics of interest.
 - E. Provide opportunities for interaction among members and clubs.
 - F. Grow the Sport through education initiatives, events and support.

3. The **Aims** of the Association are to:
 - G. Advance and support the growth of disc golf in Ontario.
 - H. Assist Ontario players by fostering and supporting disc golf tools such as meetings, seminars, workshops and players’ groups.
 - I. Act as the recognized Ontario governing body in relations with other associations such the Professional Disc Golf Assoc. (PDGA), the World Flying Disc Federation (WFDF) and Canadian Disc Golf Assoc. (CanDiscGolf).
 - J. Represent Ontario disc golfers and our collective interests to the Provincial government and federal government, where necessary and/or through CanDiscGolf.
 - K. Provide opportunities for information sharing and raising awareness, regarding business benefits, development of courses and solicitation of funding.

ONTARIO DISC SPORTS ASSOCIATION - BYLAWS

ARTICLE 1: GENERAL

- 1.1 **Purpose** – These Bylaws relate to the general conduct of the affairs of the Ontario Disc Golf Association, a Corporation incorporated under the Ontario Corporations Act, R.S.O. 1990, c.38.
- 1.2 **Definitions** - The following terms have these meanings in these Bylaws:
 - a) Act - the Ontario Corporations Act.
 - b) Association - Ontario Disc Sports Association
 - 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 and aims.
 - f) Days - will mean days irrespective of weekends and holidays.

- g) Director - an individual elected or appointed to serve on the Board of the Association pursuant to these Bylaws.
 - h) 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.
 - i) 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 a 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 **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.

ARTICLE II: MEMBERSHIP

Categories of Membership

- 2.1 **Categories** - The Association has four (4) categories of membership.
 - a) Regular Members
 - b) Youth Members
 - c) Non-profit Clubs
 - d) For-profit Clubs

Qualifications for Membership

- 2.2 **Regular Member** - Any individual eighteen (18) years of age or older who is a registered ODSA Member.
- 2.3 **Youth Member** - Any individual seventeen (17) years of age or younger who is a registered ODSA Member.
- 2.4 **Non-profit Club** - A Non-profit disc golf club that has bylaws and policies that are consistent with those of the Association and that has five (5) or more ODSA members.

- 2.5 **For-profit Club** - A For-profit disc golf club that has bylaws and policies that are consistent with those of the Association and that has five (5) or more ODSA members.

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) At the time of applying for membership renewal, the candidate member was a Member in good standing;
 - c) The candidate member has paid dues as prescribed by the Board.
- 2.8 **Failure to be Admitted** - Where a candidate member is not admitted to the membership, written reasons will be provided referencing established ODSA policies.

Membership Dues

- 2.9 **Year** - Unless otherwise determined by the Board, the membership year of the Association will be January 1st - December 31st.
- 2.10 **Dues** - Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

- 2.11 **Resignation** - A Member may resign from the Association by giving a written notice to the Board. Dues paid will not be refunded. The Member's resignation will become effective the date on which the request is approved by the Board. Failing to pay membership dues on renewal will also be considered a notice of resignation.
- 2.12 **May Not Resign** - A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association. The individual's membership will be placed on hold until the investigation or action is complete.
- 2.13 **Arrears** - A Member who has failed to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association will cease to be a member.
- 2.14 **Discipline** - A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- ### **Good Standing**
- 2.15 **Definition** - A Member of the Association will be in good standing provided that the Member has done all of the following:
- 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.

2.16 **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, will not 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 MEETING 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. Agendas 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 a 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** - Notice of the Annual General Meeting of Members will be given to all 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.

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 the Annual General 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** - Ten percent (10%) plus one (1) 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.

Voting at Meetings of Members

3.9 **Voting Privileges** - Member Clubs may appoint a delegate to attend and participate in meetings. All Directors on the Board also receive voting privileges, however a Director has only one vote, either as a Director or as a delegate, but not both.

3.10 **Delegates** - Non-profit Clubs will appoint in writing to the Association, fourteen (14) days prior to the meeting of members, one delegate to represent and vote on behalf of the non-profit club. This delegate must be member in good standing of the ODSA.

3.11 **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.

3.12 **Proxy Voting** – Delegates may vote at meetings of the Association by proxy if:

- a) The delegate notified the Association in writing, appropriate signature affixed, at least fourteen (14) days prior to any meeting of the Association of an appointment of a designate who is a voting member;
- b) The proxy is received by the designate prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting;
- d) The proxy clearly states to whom the proxy is given (a maximum of three proxies per person)

3.13 **Determination of Votes** - Votes will be determined by a show of hands or electronic ballot unless a secret or recorded ballot is requested by the majority of those delegates and Directors voting.

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

ARTICLE IV: GOVERNANCE

Composition of the Board

- 4.1 **Directors** - The Board will consist of up to ten (10) 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) Communications Officer
 - d) Treasurer
 - e) Directors at Large (up to six (6))

Election of Directors

- 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 a Director.
- 4.4 **Nominating Committee** - The Nominating Committee will be comprised of three Members of the Association as appointed by the Board of Directors.
- 4.5 **Duties** - The Nominating Committee will be responsible to solicit nominations of the election of the Board of Directors and may nominate additional candidates for the election of the Board of Directors.
- 4.6 **Nomination** - Any nomination of an individual for election as a Director will include the written consent of the nominee by signed signature; and be submitted to the Head Office of the Association no less than thirty (30) days and no more than sixty (60) days prior to the Annual General Meeting.
- 4.7 **Incumbents** - Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.
- 4.8 **Circulation of Nominations** - Valid nominations will be made known to voting Members no less than fourteen (14) days prior to the Annual General Meeting.
- 4.9 **Election** - The election of the Directors will take place as follows:
- a) The President, Treasurer and three (3) Directors at Large will be elected at the Annual General Meeting held in odd numbered years.
 - b) The Vice-President, Communications Officer and three (3) Directors at Large will be elected at the Annual General Meeting held in even numbered years.
- 4.10 **Decision** - Elections will be decided by majority vote of the delegates and Directors 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.

4.11 **Terms** - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from, or vacate their office. Directors will be eligible for re-election as Directors.

Resignation and Removal of Directors

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

4.13 **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.

4.14 **Removal** - An elected Director may be removed by two-thirds vote of the delegates and Directors 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

4.15 **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 of the remainder of the vacant position's term of office.

Meetings of the Board

4.16 **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.

4.17 **Notice** - Written notice of Board meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled 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.

4.18 **Number of Meetings** - The Board will hold at least four (4) meetings per year.

4.19 **Quorum** - At any meeting of the Board of Directors quorum will consist of two-fifths (2/5) of Directors on the Board.

4.20 **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 favour of the resolution. The President of the Association is entitled to a second vote upon a tie.

- 4.21 **Closed Meetings** - Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.22 **Meetings by Telecommunication** - A meeting of the Board may be held by telephone or video conference or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telecommunications technology. Directors attending by telecommunication technology are considered to have attended the meeting.

Powers of the Board

- 4.23 **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.
- 4.24 **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.
- 4.25 **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.
- 4.26 **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.
- 4.27 **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.
- 4.28 **Borrowing Powers** - The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V: EXECUTIVE COMMITTEE

- 5.1 **Composition** - The Executive Committee will be comprised of a President, Vice-President, Treasurer and Communications Officer.

- 5.2 **Duties** - The duties of the Executive Committee are as follows:

a) **President** will endeavour to attend all meeting of the board, will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual General and Special 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) **Vice-President** will endeavour to attend all meeting of the board, will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.

c) **Treasure** will endeavour to attend all meeting of the board, 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 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) **Communications Officer** will endeavour to attend all meeting of the board, will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.

- 5.3 **Removal** - A member of the Executive Committee may be removed by Special Resolution of the Board or by Special Resolution of the delegates and Directors in a meeting, provided that person 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.
- 5.4 **Executive Committee** - 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) of its members.
- 5.6 **Number of Meetings** - The Executive Committee will hold at least six (6) meetings per year.
- 5.7 **Quorum** - Quorum will consist of a majority of the Executive Committee. Where a third Executive Committee member is unable to attend, quorum can be achieved through the attendance of two Executive Committee members plus one Director at large.
- 5.8 **Voting** - Each Executive Committee member is entitled to one vote. Voting will be by a show of hands unless a majority of the Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour 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.

5.11 **Quorum** - A quorum for any committee will be the majority of its 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 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, 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 and from influencing the decision on such a 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 January 1st to December 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 institutions 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 (2) individuals being any two of the President, Vice-President, Treasurer or Communications Officer. 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.
- 6.7 **Borrowing** - The Association may borrow funds 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 by a two-thirds (2/3) affirmative vote of the delegates and Directors present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, additions 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 the delegates and Directors thirty (30) days prior to the 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 delegates and Directors 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, email 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 emailed, 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 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 organizations with similar objectives as the Association as determined by the Board of Directors.

ARTICLE X IDEMNIFICATION

10.1 **Will Indemnify** - The Association will indemnify and hold harmless out of the funds of the Association each Director, 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.

10.2 **Will Not Indemnify** - The Association will not indemnify a Director 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' 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

_____.

11.2 **Ratification** - These Bylaws are ratified by a two-thirds (2/3) affirmative vote of the members of the Association present and entitled to vote at a Meeting of Members duly called and held on _____.

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.