



## CONSTITUTION & BY-LAWS

**Revised: Jun. 14, 2015**

1. The name of the Association is “Taekwondo Manitoba”.
2. The Objectives of the Association are to:
  - a) Serve as the official Provincial Organization for the Martial Art and Amateur Sport of Taekwondo in the Province of Manitoba;
  - b) Promote, foster and develop Taekwondo in the Province by assisting in and supporting the development of athletes, coaches, referees and officials;
  - c) Provide leadership in the development of Taekwondo both provincially and nationally;
  - d) Cooperate with and assist all levels of government so that the best interests of Taekwondo are maintained and served;
  - e) Aid and advise its members in the establishment of policies for the development of Taekwondo;
  - f) Establish and maintain liaison and cooperation with the members of the Association; and,
  - g) Maintain and preserve the tradition and heritage of the Art of Taekwondo.
3. The Mission of the Association is to serve its members best interests and to promote and develop the Martial Art and Amateur Sport of Taekwondo in the Province of Manitoba.

## **ARTICLE I: GENERAL**

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

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

- a) *Act* – the Manitoba Corporations Act (C.C.S.M. c. C225) as amended.
- b) *Association* – Taekwondo Manitoba
- 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. The auditor will not be an employee, executive officer or member of the Board of the Association.
- d) *Board* – the Board of Directors of the Association.
- e) *Constitution* - the statement comprising the Association’s mission and objectives.
- f) *Days* – **Calendar Day**
- 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 for which proper notice has been given.
- j) *Special Resolution* – a resolution passed by no less than three-quarters of the votes cast at a meeting of the Board or Members for which proper notice has been given.
- k) *WTF Canada* – World Taekwondo Federation of Canada.

1.3 Head Office – The head office of the Association will be located at all times within the City Of Winnipeg as determined by the Board.

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 four (4) categories of membership:

- a) Regular Members;
- b) Affiliate Members;
- c) Life Members; and
- d) Honorary Member.

### **Qualifications for Membership**

2.2 Regular Member – Any person actively participating in the sport/art of Taekwondo who has been a resident of Manitoba for a minimum of three (3) months, who is eighteen (18) years of age and older and;

- a) Holds a valid Kukkiwon certification verified by Taekwondo Manitoba.

**2.3** Affiliate Members – Any person actively participating in the sport/art of Taekwondo who has satisfied the requirement for admission *defined in the Associations Affiliate Category Policies* has paid the dues established by the Board and does not otherwise qualify for admission as a Regular Member.

**2.4** Life Member – Any founding member of Taekwondo in Manitoba, meeting the requirements of Article 2.2, as determined by the Board of Directors in their sole discretion upon Special Resolution. Life Members are not required to pay membership dues.

**2.5** Honorary Member - Any individual with intimate knowledge or interest in sport or related area of expertise who has a desire to act in the best interests of the Association and is nominated by a Regular Member and approved by ordinary resolution of the voting members. Honorary Members are not required to pay membership dues.

### **Admission of Members**

**2.6** Admission of Members - No individual will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has met the requirements defined in section 2.2 - 2.5;
- c) 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
- d) The candidate member has paid dues, as prescribed by the Board.

### **Membership Dues**

**2.7** Year - Unless otherwise determined by the Board, the membership year of the Association will be April 1<sup>st</sup> – March 31<sup>st</sup>.

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

### **Withdrawal, Suspension and Termination of Membership**

**2.9** 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.

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

**2.11** 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.

**2.12** 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.

### **Good Standing**

**2.13** Good Standing – Any member in good standing is entitled to receive notice of member meetings, attend member meetings, speak at member meetings and exercise other rights and privileges given to members in these bylaws.

**2.14** Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

- b) Has complied with the Constitution, Bylaws, Code of Conduct, Kukkiwon policies and rules of the Association and WTF Canada;
- c) 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.
- d) Had paid all required membership fees or debts to the Association, if any.

**2.15** Cease to be in Good Standing - Members who cease to be in good standing will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, *nor* 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 Board, the President, or upon the written requisition of twenty-five (25%) percent or more of the voting Members of the Association. A Special Meeting will be held within thirty (30) days of receiving the written requisition. The Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

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

3.4 Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.6 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Approval of Auditors Report and Financial Statements
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.7 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.

3.8 Quorum – THIRTY (30) voting Members, excluding proxy votes, will constitute a quorum.

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

### **Voting at Meetings of Members**

3.10 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Regular Members may attend and participate in meetings and are entitled to one (1) vote provided they have been a member in good standing for eighteen (18) of the previous twenty-four (24) consecutive months.
- b) Affiliate Members may attend and participate in meetings but are not entitled to vote.
- c) Life Members may attend and participate in meetings and are entitled to one (1) vote.
- d) Honorary Members may attend and participate in meetings but are not entitled to vote.

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 - Voting Members may vote by proxy provided the proxy is submitted and received by the Association seven (7) days in advance of the meeting. A Voting Member may hold a maximum of one (1) proxy.

3.13 Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting, with the exception of Elections, which will be voted upon by secret ballot.

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

3.15 Determination of Regular Members – A Regular Membership received by the Association at the date determined by the Board, inclusive of all applicable fees, will be deemed a valid registration and applicable to calculating the number of eligible voters at meetings of members.

## **ARTICLE IV GOVERNANCE**

### **Composition of the Board**

4.1 Directors - The Board will consist of a minimum of seven (7) and a maximum 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) Secretary
- d) Treasurer
- e) *From Three (3) to Five (5)* 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, is not in the status of bankrupt, is a member of the Association in Good Standing and a resident of Manitoba may be nominated for election as a Director.

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

4.5 Duties – The Nominating Committee will be responsible to solicit nominations for the election of the Board of Directors and may nominate additional candidates for the election of Board of Directors.

4.6 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee and the written nomination of two (2) regular members in good standing of the Association a minimum of fourteen (14) days before the Annual General Meeting.

4.7 Qualification Summary – Individuals accepting a nomination as a Director will submit a summary of qualifications to the Nominating Committee no later than fourteen (14) days prior to the Annual General Meeting. Failure of the nominee to submit a qualification summary within the required time will result in the nominee being deemed ineligible.

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.

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

- a) The President, Secretary and two (2) Directors at Large will be elected by the membership at the Annual General Meeting held in odd numbered years.
- b) The Vice-President, Treasurer and three (3) 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 event of a tie vote, there will be a second ballot to resolve the tie and if after a second ballot a tie remains, such a tie will be resolved by drawing lots.

4.13 Terms - Elected Directors 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) The Director fails to attend three consecutive meetings of the Board of Directors;
- d) Upon the Director's death.

4.16 Removal – An elected Director may be removed by Ordinary Resolution 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. A Director whose membership in the Association has been terminated for any reason will be removed from office as a Director.

#### **Filling a Vacancy on the Board**

4.17 Vacancy - Where the position of a Director *at Large* 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 a majority of 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. One meeting will be scheduled to occur in conjunction with the Annual General Meeting.

4.21 Quorum – At any meeting of the Board of Directors, quorum will be *a majority* of the voting Directors holding office.

4.22 Chair - The President will chair all Board meetings. If the President is absent from the meeting, the Vice-President will preside over the meeting. If both the President and the Vice-President are absent from the meeting, the Board will appoint from among its members a Director to preside over the meeting.

4.23 Voting –Each Director is entitled to one vote. Voting will be by a show of hands in the case of an in-person meeting, electronically in the case of e-mail voting, or orally in the case of a teleconference meeting, 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. In the case of a tie, the resolution will fail.

4.24 Proxies - Proxy votes will not be allowed at any Board meeting.

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

4.26 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.

4.27 Written Resolutions – When all Directors agree to and sign a resolution, it will be as valid as one passed at a meeting of Directors. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

#### **Powers of the Board**

4.28 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.

4.29 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.

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

4.31 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.

#### **ARTICLE V: OFFICERS AND COMMITTEES**

5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary and Treasurer.

5.2 Length of Term - Each Officer shall be elected for a two-year term.

5.3 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the meeting of Members, Board or Executive, will be the official spokesman of the Association, will oversee and supervise office staff, provide leadership, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will support and assist the President in all duties, assume the duties of the President in their absence, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer 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, provide the Board of Directors a monthly financial report of the Association, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, 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.

5.4 Removal – An Officer may be removed 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.

5.5 Vacancy - Where the position of an Officer becomes vacant for whatever reason, the position will remain vacant until the next Annual General Meeting.

#### **Executive Committee**

5.6 Executive Committee - The Executive Committee will be comprised of the *Officers*.

5.7 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.

5.8 Number of Meetings – The Executive Committee will hold at least six (6) meetings per year.

5.9 Quorum - *Quorum at meetings of the Executive Committee shall be 3 (three) Officers.*

5.10 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, 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.

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

#### **Other Committees**

5.12 Standing Committees – The Standing Committee(s) of the Association will be the Executive Committee. The Board may establish other Standing Committees, appoint their members, prescribe the duties, and delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these Bylaws.



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

5.14 Committee Members - Except for the Executive Committee, any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

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

5.16 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.

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

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

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

#### **Remuneration**

5.20 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**

5.21 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 1<sup>st</sup> to March 31<sup>st</sup>, 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 Deposits and Withdraws - All securities, monies and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts and may be withdrawn by Ordinary Resolution of the Board of Directors.

6.4 Expenditures Over Five Thousand - Expenditures over five thousand dollars (\$5,000) will be decided by the Board of Directors by Special Resolution at an in-person Board of Directors meeting.

6.5 Signing Authority - All written agreements and financial transactions entered into in the name of the Association will be signed by two Officers being any two of the President, Vice-President, Secretary or Treasurer.

6.6 Annual Budget - The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.

6.7 Auditors - At each Annual General Meeting the Members will appoint an auditor to make a report to members on the financial statements of the Association and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Association in accordance with generally accepted accounting principles. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.8 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.

6.9 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.

6.10 Borrowing - The Association may not borrow funds.

## **ARTICLE VII AMENDMENT OF BYLAWS**

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

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

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 two-thirds (2/3) 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 dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed to other charitable organizations in accordance with the provisions of the Act.

## **ARTICLE X INDEMNIFICATION**

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

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

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

#### **ARTICLE XI ADOPTION OF THESE BYLAWS**

11.1 Adoptions 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 [DATE].

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 [DATE].

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.

11.4 Enactment of Bylaws - These Bylaws are hereby enacted and will come into force upon their acceptance by the Registrar.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**Revised: Jun. 14, 2015**