

York Region Secondary School Athletic Association Bylaws

June, 2025

A. Introduction

A.1 **Name.** The name of this organization is the York Region Secondary School Athletic Association (the “**Corporation**” or the “**YRAA**”).

A.2 **Governing Law.** The Corporation is an Ontario not-for-profit corporation incorporated subject to the Ontario Not-For-Profit Corporations Act, 2010 as may be amended or replaced (the “**Act**”).

A.3 **Purpose.** The Corporation supports “education through sport” while administering athletics for secondary schools in York Region. For purposes of these bylaws, “**secondary schools**” shall include collegiates, high schools, colleges, and preparatory schools that are not doing academic work beyond that required by the secondary school curriculum.

A.4 **Registered Office.** The registered office of the YRAA will be located within the Province of Ontario.

A.5 **No Gain for Members.** The YRAA will be carried on without the purpose of gain for its members and any profits or other accretions to the YRAA will be used in promoting its objects.

A.6 **Ruling on Bylaws.** Except as provided in the Act, the YRAA’s board of directors (the “**Board**”) will have the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

A.7 **Corporate Governance.** These bylaws are part of the governance materials setting out the rules, procedures, and codes of conduct with respect to the YRAA. These bylaws set out the legal provisions with respect to the operation of the Corporation pursuant to the legal requirements set out in the Act. Prior to the adoption of these bylaws, the YRAA was governed by a constitution (the “**Constitution**”). Upon adoption of these bylaws, the Constitution has been replaced by (i) these bylaws, and (ii) an operations manual (the “**Operations Manual**”) setting out the rules, procedures, and codes of conduct for the YRAA.

B. Membership

B.1 **Classes of Membership.** There shall be one (1) class of membership in the YRAA.

B.2 **Membership.** The YRAA’s members (the “**Members**”) are those secondary schools that have been approved for membership in YRAA by the YRAA’s board of directors (the “**Board**”) whose membership has not been terminated and who are in good standing with the YRAA.

B.3 **Membership List.** A list of Members shall be maintained by the Board and included in the Operations Manual.

B.4 **Membership Year.** Membership shall be in effect from September 1st to the following August 31st. Membership is automatically renewed unless a Member's status is under review as described in greater detail below. Members that are not renewing their membership for the following season must notify the Board in writing as soon as is reasonably possible.

B.5 **Membership Documentation.** Each Member shall as a condition of membership in the YRAA produce whatever documentation may be reasonably required by the Board.

B.6 **Admission of New Members, Changes in Member Classification.** The YRAA's Board may, at its discretion and upon criteria that the Board deems appropriate in the circumstances, admit new Members.

B.7 **Membership is Non-Transferable.** Membership in the Corporation is not transferable.

B.8 **Members' Rights.** Members who are in good standing and not under suspension have the following rights:

1. to receive notices of Members' meetings;
2. to attend Members' meetings;
3. to appoint the Corporation's auditor;
4. to amend the Corporation's bylaws;
5. to elect the Corporation's directors;
6. to submit proposals for inclusion on the agenda of Members' meetings; and
7. to exercise all other rights and privileges arising from the Act, these bylaws, the YRAA's policies, rules, and codes of conduct, and anything else set out in the Operations Manual, and such other rights and privileges as the Board may from time to time determine.

B.9 **Member Expectations.** All Members are expected to (i) abide by these bylaws and the Operations Manual, (ii) commit to the YRAA leagues as their first priority, (iii) support the YRAA through convening and hosting YRAA events, and (iv) participate online events for which they have home facility arrangements. Members who do not meet these expectations may have their membership reviewed by the Board for possible sanction.

B.10 **Members in Good Standing.** All Members are in good standing other than a Member that:

1. fails to pay when due, annual membership dues, if any, or any other debt owing to the Corporation and the Member is not in good standing so long as the debt remains unpaid;
2. fails to maintain its good standing under any other legislation under which it is otherwise regulated;
3. has been suspended or expelled or is currently subject to disciplinary investigation or action by the Corporation;
4. has not completed and remitted all documents required by the Corporation; or

5. has been found by the Board to have materially breached any of its obligations as set out in the Operations Manual.

B.11 Effect of Not Being in Good Standing. A Member who is not in good standing loses all rights of membership with the Corporation, including the right to vote.

B.12 Discipline and Suspension. Continual failure by a Member to meet its expectations and to fulfill its obligations may result in consequences. The Board shall have the power to discipline or suspend any Member that breaches or violates the Act or any bylaw, policy, rule, or code of conduct. The Board may also suspend a Member that fails to fulfill its obligations to the Corporation. The YRAA may enact policies with respect to discipline and suspension procedures, including policies setting out notice requirements, decision making process, and rights of appeal.

B.13 Effect of Suspension. A suspended Member shall lose its rights as a Member of the Corporation, including the right to vote at any Members' meetings of the Corporation, while such suspension remains in effect. A suspended Member awaiting the result of an appeal retains its rights to vote at any Members' meeting.

B.14 Termination. A Member's membership in the Corporation terminates upon the Member not being in good standing for twelve (12) month, or termination of the Member in accordance with the Act.

B.15 Effect of Termination. Loss of membership status by resignation or expulsion immediately terminates all rights and privileges that the Member enjoyed within the Corporation but does not relieve that Member from its financial obligations to the Corporation, other Members, or anyone else to whom the Member may have a financial obligation for which the Corporation may be liable.

C. Members' Meetings

C.1 Delegates. Each Member shall have the right to designate a representative to represent that Member at any meeting of the Members. The Board shall have the right to implement rules and procedures with respect to such designation and may request that a Member confirm such designation in writing in advance of any meeting of the Members. The Board encourages Members to ensure as best as possible that their respective athletic directors are designated as their representatives at meetings of the Members.

C.2 One Vote Per Member. Each Member shall have one (1) vote in respect of any matter to be voted on by the Members as required by these bylaws.

C.3 Possible Exceptions to One Vote Per Member. The YRAA's Operations Manual may address matters such as playing rules or other operational procedures that are not corporate governance matters set out in these bylaws or required by the Act. In such instances, the YRAA may adopt different voting rules and procedures for such matters provided that such different voting rules and procedures are specifically set out in the Operations Manual.

C.4 Members' Meetings. There will be at least three (3) meetings of the Members each year, a fall meeting, a winter meeting, and a summer meeting.

C.5 **Fall Meeting.** Pursuant to the Act, the Corporation is required to hold an annual meeting of the members not more than six (6) months from the end of its fiscal year (August 31) for purposes of receiving the Corporation's annual financial statements. Accordingly, a meeting (the "**Fall Meeting**") will take place within six (6) months of the fiscal year end of the Corporation and, if possible, during the month of September, to receive the financial statements, appoint the auditor of the Corporation, and conduct any such other business as may be properly brought before the Members. The date and time of the Fall Meeting will be set by the Board.

C.6 **Winter Meeting.** A winter meeting (the "**Winter Meeting**") will take place each year during the month of March (or earlier and within six (6) months of the fiscal year end of the Corporation if the Corporation's financial statements were not presented at the Fall Meeting) to conduct any business as may be properly brought before the Members. The date and time of the Winter Meeting will be set by the Board.

C.7 **Summer Meeting.** A summer meeting (the "**Summer Meeting**") will take place each year during the month of June or as close as possible to the month of June for the purpose of electing directors and to conduct any other business as may be properly brought before the Members. The date and time of the Summer Meeting will be set by the Board.

C.8 **Notice for Member Meetings.** Public notice should be given thirty (30) days in advance of any meeting of the Members but, subject to the Act, not less than ten (10) and not more than fifty (50) days in advance of any such meeting. Notice may be given by text, email, and/or by posting all relevant information on the YRAA's website. Notice shall set out all business to be conducted at the meeting of the Members, including any resolutions to be considered and voted on.

C.9 **Quorum.** Ten (10) Members shall constitute a quorum at any meeting of the Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

C.10 **Business at Members' Meetings.** Members' meetings shall be held on a day and at a place within Ontario fixed by the Board. The business transacted at the AGM shall include:

- (i) receipt of the agenda;
- (ii) receipt of the minutes of the previous members' meeting;
- (iii) consideration of the financial statements (Fall Meeting);
- (iv) report of the auditor or person who has been appointed to conduct a review engagement (Fall Meeting);
- (iv) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year (Fall Meeting);
- (v) election of directors (Summer Meeting);
- (vi) proposed bylaw and Operations Manual changes (Summer Meeting);
- (vii) such other or business as may be set out in the notice of meeting.

With respect to the Fall Meeting (or the Winter Meeting if the Corporation's financial statements were not presented at the Fall Meeting), any Member, upon request, shall be provided, not less than five (5) business days (or other number of days that may be further prescribed in regulations) before that meeting, with a copy of the approved financial statements and the audit or financial review engagement report required by the Act.

C.11 **Limited Member Rights.** No other item of business may be raised by a Member unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of the meeting of the Members.

C.12 **No Proxy Voting.** Proxy voting is not permitted. Members must be present through attendance by their designated representative to vote.

C.13 **Meetings May Be Virtual.** Meetings of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of the Members is deemed for the purposes of the Act to be present at the meeting.

C.14 **Special Meetings.** The Board may at any time call additional special meetings of the Members. Members themselves may also request a special meeting of the Members and the Board shall accordingly call a special meeting on written requisition of the Members who hold at least 10 per cent (10%) of votes that may be cast at the meeting sought to be held, and the Board shall honour such Member request by promptly calling such a special meeting.

C.15 **Special Meeting Notice.** Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any special Members' meeting shall be given in the manner specified in the Act. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

C.16 **Chair of Member Meetings.** The President shall preside as the chair (the "**Chair**") at all meetings of the Members. In the absence of the Chair, the Members present shall choose the Chair.

C.17 **Voting.** Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or these bylaws provided that each Member shall be entitled to one vote at any meeting. Votes shall be taken by a show of hands among all Members present. The Chair shall not have a vote unless the Chair is also a designated representative of a Member, in which case the Chair shall have only the vote on behalf of the Member and shall not have a second tie-breaking vote. An abstention shall not be considered a vote cast. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

C.18 **Matters Requiring More Than Simple Majority.** The Act sets out a list of what are referred to as "fundamental changes" that require a "**Special Resolution**" (2/3rds of the Members who cast votes on an issue) to pass. These matters include steps to:

1. change the Corporation's name;

2. add, change or remove any restriction on the activities that the Corporation may carry on;
3. create a new category of Members;
4. change a condition required for being a Member;
5. change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
6. divide any category of Members into two or more categories and fix the rights and conditions of each category;
7. add, change or remove a provision respecting the transfer of a membership;
8. increase or decrease the number of, or the minimum or maximum number of, directors;
9. change the purposes of the Corporation;
10. change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
11. change the manner of giving notice to Members entitled to vote at a meeting of Members;
12. change the method of voting by Members not in attendance at a meeting of the Members; or
13. add, change or remove any other provision that is permitted by the Act.

C.19 Persons Entitled to be Present. The only persons entitled to attend a Members' meeting are the Members, the Board, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the bylaws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

C.20 Robert's Rules. The conduct and procedure in all YRAA meetings, in so far as the Chair and Members are concerned, shall be governed by the selected Roberts Rules of Order (see Appendix A for selected Roberts Rules).

D. Directors.

D.1 Board Composition. The Corporation's Board will consist of fourteen (14) directors (the "Directors"), being the following:

1. President
2. Past President
3. Vice-President
4. Secretary
5. Treasurer
6. Athletic Coordinator

7. YRDSB Member-at-Large
8. YCDSB Member-at-Large

9. Independent Schools Member-at-Large
10. OFSAA Male Representative
11. OFSAA Female Representative
12. YRDSB Administrative Representative
13. YCDSB Administrative Representative
14. Independent Schools Administrative Representative

D.2 Directors to Manage the YRAA. The Directors will manage the activities and affairs of the YRAA. The Board may exercise all such powers and do all such acts and things as the Corporation may lawfully do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members. Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

D.3 Duties of Directors. Pursuant to the Act, every Director will act honestly and in good faith with a view to the best interests of the Corporation, exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances, act in accordance with the Act and the regulations thereunder, and act in accordance with these bylaws. When exercising the powers and performing the functions of a Director, the Director must act with a view to the purposes of the Corporation.

D.4 Qualifications of Directors. Pursuant to the Act, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is less than eighteen (18) years of age, has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs, is an undischarged bankrupt, or has been convicted of a prescribed offence within the prescribed period for which no pardon has been granted, all in accordance with the Act. In addition to the foregoing, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is an employee of the Corporation.

D.5 Directors - Election and Term. The Directors will be elected by the Members each year at the Summer Meeting. The term of office of each of the Directors will be approximately two (2) years commencing on the date of the Summer Meeting at which they are elected or appointed and continuing until the second Summer Meeting following their election or appointment, or such longer period until their successors are elected or appointed. Directors may serve consecutive terms. Directors will be elected in either even or odd years depending upon the designations set out below:

1. President - ODD YEAR
2. Past President - APPOINTED - ODD YEAR
3. Vice-President - ODD YEAR
4. Secretary - EVEN YEAR
5. Auditor - ODD YEAR
6. Athletic Coordinator - ASSIGNED
7. YRDSB Member-at-Large - EVEN YEAR
8. YCDSB Member-at-Large - ODD YEAR

9. Independent Schools Member-at-Large - EVEN YEAR

10. OFSAA Male Representative - ODD YEAR
11. OFSAA Female Representative - EVEN YEAR
12. YRDSB Administrative Representative - ASSIGNED
13. YCDSB Administrative Representative - ASSIGNED
14. Independent Schools Administrative Representative - ASSIGNED

D.6 Nominations. The Board will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board and these bylaws. The Board may endorse candidates for election but may not restrict eligible candidates from being nominated. If a position on the Board is vacant and there are no nominations for the position, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

D.7 Vacancies. The office of a Director shall be vacated immediately (i) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; (ii) if the Director dies or becomes bankrupt, (iii) if the Director is found to be incapable by a court or incapable of managing property under Ontario law, or (iv) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office, for reasons including but not limited to (i) illegal acts, embezzlement or unsportsmanlike behaviour, or (ii) missing of three Board meetings without just reason.

D.8 Filling Vacancies. A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor: (i) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution; or (ii) a quorum of Directors may fill a vacancy among the Directors.

D.9 Remuneration of Directors. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following: (i) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; (ii) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (a) considered reasonable by the Board; (b) approved by the Board for payment by resolution passed before such payment is made; and (c) in compliance with the conflict of interest provisions of the Act.

D.10 Individual Director Responsibilities. The responsibilities of the Directors may be set out by the Board in writing and included in the Operations Manual. The Board may update and amend these responsibilities from time to time as it sees fit.

D.11 President as Chair. The President shall also serve as the chair of the Board (the "Chair") and shall serve as Chair at all meetings of the Members.

D.12 **Committees.** The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee and shall set out such terms of reference in the Operations

Manual. The Board may dissolve any committee by resolution at any time. Committee members need not be Members or Directors and may be appointed by the Board as the Board deems appropriate and in the best interests of the Corporation. Whatever the terms of reference, the Board at all times remains ultimately responsible for all actions of all committees and all committees remain at all times subject to the authority and directions of the Directors.

D.13 Operations Manual: Policies, Rules, Procedures, and Codes of Conduct. The Board may enact policies, rules, and codes of conduct setting out the YRAA's rules and procedures and codes of conduct with respect to any aspect of the YRAA's operations including, but not limited to, policies specifically covering the following:

1. Codes of Conduct
2. Membership Admission Policy
3. Membership Discipline Policy
4. Playing Rules and Regulations
5. Discipline Rules Relating to Game Activity
6. Financial Policies
7. Responsibilities of Directors and Others
8. Committees - Composition and Terms of Reference

E. Board Meetings

E.1 Chair. The President shall preside as Chair at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair. The Chair shall have a vote.

E.2 Regular Meetings. The Board board will, if possible, meet quarterly or more frequently as may be necessary. The Board will set the place and time of regular Board meetings and send that information to the Directors, and no other notice shall be required for any such meetings.

E.3 Notice of Board Meetings. Notice may be delivered electronically and/or posted on the Corporation's website.

E.4 Calling Other Board Meetings. Meetings of the Directors may be called by the Chair or any two (2) Directors at any time and any place on not less than forty-eight (48) hours of notice before any vote may take place.

E.5 Calling Emergency Board Meeting. When absolutely necessary, the Chair may call an emergency meeting with as much notice as possible in the circumstances.

E.6 Quorum at Board Meetings. Seven (7) Directors shall constitute a quorum of the Board at any meeting of the Board

E.7 Voting. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

E.8 No Proxy Voting. Proxy voting is not permitted at Board meetings.

E.9 Meetings May be Virtual. Board meetings may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or

more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

E.10 Standard Order of Business. All regularly scheduled Board meetings will be conducted under the following “Order of Business” guidelines:

1. Opening of Business (President)
2. Submission of Minutes of Previous Meeting
3. Old Business - Follow-Up
4. Reports
5. New Business
6. Meeting Closing

F. Finance and Management

F.1 Banking. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

F.2 Financial Year. The financial year of the Corporation ends on August 31st in each year or on such other date as the Board may from time to time by resolution determine.

F.3 Signing Officers. The Board will, from time to time by resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Corporation. The Board will have power from time to time by resolution to appoint any officer or officers, or any person or persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

F.4 Borrowing Powers. In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation, raise or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

F.5 Appointment of Auditor at Annual General Meeting. If the Corporation determines to conduct an audit or review engagement, an auditor will be appointed at a meeting of the Members, to hold office until such auditor is reappointed at a subsequent meeting or a successor is appointed in accordance with the procedures set out in the Act or in these bylaws or until the Corporation no longer wishes to appoint an auditor.

F.6 Financial Statements. The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the most recent completed fiscal year of the Corporation, and present the financial statements at a meeting of the Members not more than six (6) months after fiscal year end. The financial statements will include the financial statements themselves, the auditor’s report or review engagement (if any), and any further information respecting the financial position of the Corporation.

F.7 Books and Records. The Directors will ensure that the Corporation will maintain the necessary books and records of the Corporation as required by these bylaws or by applicable law will be necessarily. The books and records include, but are not limited to:

1. The Corporation's articles and By-laws;
2. The minutes of meetings of the Members and of any committee of Members;
3. The resolutions of the Members and of any committee of Members;
4. The minutes of meetings of the Directors or any committee of Directors;
5. The resolutions of the Directors and of any committee of Directors;
6. A register of Directors;
7. A register of Members; and
8. Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

F.8 Minutes of Meetings of the Board and Board Resolutions. Minutes of meetings of the Board and Board resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

G. Protection of Directors and Others

G.1 Protection of Directors and Others. No Director, employee, or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, employee, or committee member of the Corporation or for joining in any receipt or for any loss, damage or, expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have complied with the Act and the Corporation's articles and bylaws and exercised their powers and discharged their duties in accordance with the Act.

G.2 Insurance. The Corporation is authorized to maintain insurance that protects the Directors and others against all risks associated with the proper exercise of their duties, should the Directors elect to maintain such insurance.

H. Conflict of Interest

H.1 Conflict of Interest. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

I. Amendment of Bylaws

I.1 Members and Directors Amend Bylaws. Subject to the provisions of the Act, the Corporation's bylaws may be amended by the Board subject to subsequent ratification by the members at the next meeting of the Members. Further, the Members can amend the bylaws at a Summer Meeting provided that any Member wishing to amend the bylaws must submit proposed changes to the bylaws in advance of the Summer Meeting. Proposals for amendments to these bylaws must be received in writing by May 15th. Proposed changes to the bylaws must include (i) a note explaining why the proposed change is in the best interests of the Corporation, and (ii) confirmation signed by a second Member that the second member supports the proposed changes.

J. Dissolution

J.1 Dissolution. Upon dissolution of the Corporation and after payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or not-for-profit organizations the objects of which are beneficial to the York Region community.

K. Notices for Member and Board Meetings.

K.1 Email and Text Notice is Acceptable. Any notice required to be sent to any Member or Director or anybody else entitled to receive notice pursuant to the Act may be delivered in the traditional form or electronically, including by email or text or as may be otherwise developed. Materials relevant to the notice may also be posted by the Corporation on the YRAA's website.

K.2 Error or Omission in Giving Notice. Failure to give timely notice to any person entitled to receive notice shall not invalidate any action taken at any meeting to which the notice pertained provided a quorum was achieved at any such meeting and the meeting, with a valid quorum, conducted business, and further provided that the failure to give timely notice was not intentionally designed to subvert the interests of any Member or Director.

L. Adoption of These Bylaws

L.1 Ratification. These Bylaws were ratified by the Members of the Corporation at a meeting of Members duly called and held on _____, 2025.

L.2 Repeal of Prior Bylaws. In ratifying these Bylaws, the Members of the Corporation repealed all prior bylaws of the Corporation provided that such repeal does not impair the validity of any prior action done pursuant to the repealed bylaws.

APPENDIX A

Selected Rules From Robert's Rules of Order

Robert's Rules shall be used to conduct YRAA meetings of the Members.

An incidental motion to suspend any of the Roberts Rules of Order, for that season only, may be made at any time when no question is pending, or while a question is pending, provided it is for a purpose connected with that question. It requires no notice, is not debatable, and cannot be amended or have any other subsidiary motion applied to it. A two-thirds majority is required for this to occur (Roberts Rules, Article VI, Section 22).

Conducting Business

1. Members must address one another through the Chair (Roberts Rules, Article VII, Section 43).
2. A member can speak only twice to the same motion on the same day.
3. Merely asking a question or making a brief suggestion is not counted as speaking.
4. The maximum time for each speech is ten minutes.
5. No member can speak a second time to a motion as long as any member who desires to speak has not had an opportunity to do so once.
6. The maker of the motion is entitled to close the debate with a speech if his/her limits have not been exhausted.
7. A member may also speak twice on a motion to postpone or rescind a motion as well as twice on each amendment.
8. The maker of the motion cannot speak against the motion, although he/she can vote against it (Roberts Rules, Article VII, Section 42).

Motions

1. A motion is a proposal that the assembly take certain action, or that it express itself as holding certain views.
2. Any main motions are to be in writing. When notice has been given of a motion, it becomes a general order for the meeting at which it is to be considered. The notice should fairly inform the members of the changes contemplated (Roberts Rules, Article 1, Section 4).
3. An amendment of a pending motion requires only a majority vote for its adoption.