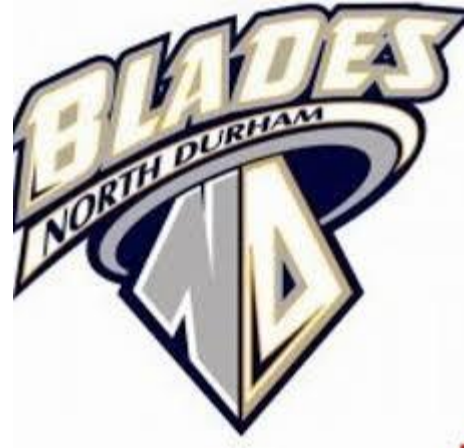


North Durham Minor Hockey Association



Bylaws

December 11, 2019

ARTICLE 1 – GENERAL

1. Name: The name of this organization shall be the North Durham Minor Hockey Association.

2. Purpose: These bylaws relate to the general conduct of the affairs of the North Durham Minor Hockey Association.

3. Objectives of the Association: The objective of the North Durham Minor Hockey Association is to organize, develop and promote minor ice hockey at all levels with equal opportunity to all.

4. Definitions

a) Association: North Durham Minor Hockey Association

b) Board: The Board of Directors of the Association

c) Days: Days including weekends and holidays

d) Majority: A number that is more than half the total.

e) Director: An individual elected or appointed to serve on the Board of the Association pursuant to these bylaws

f) Officer: An individual elected or appointed to serve on the Executive Committee of the Board of the Association pursuant to these bylaws

g) Ordinary Resolution: A resolution passed by the majority of votes cast on that resolution

h) Special Resolution: A resolution passed by not less than two-thirds of the votes cast on that resolution

5. Principal Office: The Principal office will be as delegated by the Board of Directors.

6. Activities: Notwithstanding any other provisions of these articles, the Association shall not carry on any activities not permitted by Corporations Act of Ontario. The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Association shall be distributed or inure to the benefit of its Directors or Officers or other private individuals, except that: (1) reasonable compensation may be paid when approved by the Board of Directors for services rendered by employed or contractual personnel engaged in the work of the Association; and no member of the Board of Directors has any vested right, interest or privilege in or to the assets, property, functions or activities of the Association.

7. 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 objectives.

8. Ruling on Bylaws: The Board will have the authority to interpret any provisions of these bylaws that is contradictory, ambiguous, or unclear, providing such interpretation is consistent with the objectives of the Association.

9. Conduct of Meetings: Unless otherwise specified in these bylaws, meetings of the Board will be conducted according to Robert's Rules of Order (current edition)

10. Affiliation: The Association shall have the following affiliations:

- A) The Association shall be a member of the Ontario Minor Hockey Association (OMHA); and,
- B) The Association shall be a member of the Ontario Women's Hockey Association (OWHA); and
- C) The Association shall be affiliated with the Ontario Hockey Federations (OHF);
- D) The Association shall be affiliated with Hockey Canada (HC).

Article 2 – MEMBERSHIP

1. Categories of Membership: The Association shall have 2 categories of Membership;

A) Active – shall include all Board Members, Coaches, Managers, Trainers and Players over the age of 18.

B.) Parent or Guardian – shall be parents or legal guardians of players under the age of 18.

2. Admission of Members: All Registered Players, Coaches, Managers, Trainers, Elected and Appointed Board Members shall be regular members of the association.

3. Membership Year Dates - Shall commence immediately following the Annual General Meeting and shall terminate on the 1st day following the next Annual General Meeting.

4. Dues: There are no set membership dues for the association. In Good Standing shall refer to a member who has paid fees owing to the Association and is not the subject of disciplinary investigation or sanction by the Association. In addition, any individual who takes legal action against the Association, without first following disciplinary appeal process, is considered to be not eligible for In Good Standing.

5. Transfer/Suspension/Termination of Membership: Transfers of membership are not allowed. A suspension from the game of Ice Hockey will result in a suspension of membership for the said period of time of the suspension.

6. Good Standing: All members of the Association are considered to be in good standing unless otherwise determined by the Board of Directors.

7. Voting

One Person – One Class of Membership

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership and may not have more than one (1) vote in any matter. It is therefore mandatory that each member shall declare their self prior to the start of any meeting of the membership and advise the chairperson of the membership class they wish to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

Parents/Guardians of members under the age of 18 shall have 1 vote per member at General Meetings, subject to One Class of membership.

ARTICLE 3 - BOARD OF DIRECTORS/GOVERNANCE

1. Directors: Directors of the Association shall be Members of the Association. The rest should be covered under membership above. The authorized number of Directors of the Association shall be not less than five (5) nor more than fifteen (15), however, such authorized number may be changed (but in no event to a number less than three (3) by an amendment of these Bylaws duly adopted by an action of the Board of Directors. Subject to the limitations of the certificate of in Association of the Association, these bylaws, and the laws of the Province of Ontario, the Board of Directors shall manage the Association's affairs and shall determine the Association's policy and direction. The Board of Directors, by resolution, may delegate to the Executive Committee the responsibility for the implementation of recommended policy and direction.

2. Composition of the Board: The Board may consist of the following;

A) Executive Committee shall include the President, Vice-President, Communications Director, Treasurer and Past-President.

B) Directors, which may include: Representative Hockey, Recreational Hockey, Women's Hockey, OMHA Centre Contact, Risk Management, Coaching and Development, Referee-In-Chief.

3. Eligibility: To be eligible for election as a Director, an individual must:

- a) Be 18+
- b) Be a member of the Association
- c) Not have been found insane under the appropriate Canadian law
- d) Have the power under law to contract
- e) Not have the status of bankrupt
- f) Not to have been found disruptive with intent by any other Association
- g) Must act in a manor that is above reproach at all times

4. Annual Meeting: The annual meeting of the Association shall be held on or before June 30 at a time and place determined by the Board of Directors. The Annual General Meeting is open to all members in good standing of the Association.

The agenda for the annual meeting shall consist of the following:

- Call to Order
- Establishment of Quorum
- Approval of Agenda
- Adoption of the Minutes of the Previous AGM
- Executive Directors Report
- President's Report
- Financial Report
- Reports from any divisions pertinent to the AGM
- Recommendations of the Nominating Committee
- Election of the Directors and Officers
- New Business
- Adjournment

5. Board Meetings: The Board of Directors shall meet at least once per month. Date, location and time to be set by the Board of Directors.

6. Board Elections: Election of Directors shall occur at the annual meeting of the Association. Directors will be elected by a majority vote of the Board of Directors and Members present at that meeting.

7. Board Terms: Each Director shall serve a two (2) year term. If such Director does not get elected into the Executive Committee, then he/she may be considered for nomination to the Board after a two (2) year absence. The Executive Director shall keep record of all positions of the association.

8. Quorum for Board Meetings: A quorum of at least fifty (50%) percent of the Directors in office must be present at a duly held meeting before business can be transacted or motions made or passed.

9. Notice of Board Meetings: Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director and Member by delivering notice, in writing, not more than twenty-five (25) days prior to the date of the meeting, but at least seven (7) days prior to the date of the meeting. Notice may be given via hand delivery, nationally recognized overnight courier, Canadian mail, or electronic mail. All Methods of communication are accepted for notifying all Board members. The association preferred notification method for Board meetings is via Email. Emergency situations will be handled in a timeline served to protect the association.

10. Waiver of Notice: The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting, and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

11. Actions in Lieu of a Meeting: Any action which may be taken at a meeting of the Board of Directors may be taken without meeting if all of the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

12. Vacancies: When a vacancy on the Board of Directors occurs, the Board of Directors shall elect a replacement to fill the unexpired portion of the Director's term at its next meeting. Two (2) weeks prior to such meeting, the Nominating Committee shall send the Executive Director a list of nominations. These nominations shall be sent to Directors with the regular notice of the meeting. The Nominating committee will present a name or names to the Board of Directors for acceptance to the interview process. The executive committee will interview the potential Board Members and present back to the Board of directors the candidate of choice for final vote and acceptance of the Board of Directors.

13. Resignation, Termination and Absences: A Director may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Executive Director, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. A Director may be removed from the Board of Directors, with or without cause by a two-thirds (2/3) vote of the remaining Directors. However, a Director shall only be removed in accordance with the following procedures:

- A written request of the removal of a Director shall be submitted to the Executive Committee.
- The Executive Committee shall notify the Board of Directors and Director in question, in writing, within one (1) week after the Executive Committee's receipt of the request of removal.
- The Director shall have Twenty-Four (24) Hours to acknowledge receipt and thirty (30) days from the date the Executive Committee provides him or her with notice to respond to the Executive Committee in writing.
- The next available meeting of the Board of Directors after the Executive Committee's receipt of the Director's response shall be used to hear the complaint and the response and vote on the Director's removal.
- If any Board Member (including Executive Committee) misses three (3) unexcused consecutive regularly scheduled meetings, his or her status on the Board will be subject to review by the Board of Directors. This review will be held in the absence of the Member in question and the Member will have

the opportunity to state his or her reason for maintaining a board position if continued participation is desired.

14. Special Meetings: Special meetings of the Board shall be called upon or at the request of the President or Executive Director. Notices of special meetings shall be in accordance with Section 10 of this Article and shall state the purpose(s) for which the special meeting is being called.

15. Annual Board Planning Meeting: Annually, the Board shall meet in a yearly planning meeting to establish goals and objectives of the Association for the coming year. This meeting shall occur at least four (4) months prior to the close of any fiscal year in order that Board adopted goals and objectives may be reflected in the budget proposed by the Finance Committee at the Annual Meeting. The object of this meeting is to set forth the goals for the following year.

16. Board Protocol and Issue Resolution: In the event an issue, dispute, or conflict shall arise concerning one or more Directors, the following protocols shall be implemented to resolve the issue, dispute, or conflict:

- (a) The Director shall discuss the matter with the President.
- (b) The President shall confer with the Executive Director and additional parties that may be involved.
- (c) If a resolution is not found, the President shall bring the issue to the Executive Committee.
- (d) If a resolution is not found, the President shall bring the issue to the Board of Directors.
- (e) If the matter involves the President, the Vice President will be the primary arbitrator.

Throughout this process, Directors and all parties involved shall keep matters confidential and shall only discuss the dispute with those individuals who must be involved pursuant to this section

17. Conflict of Interest: Employment of related persons by the Association where such employment involves a conflict of interest, actual or potential, such as where the Employee or Executive/Board of Director has or could have direct or indirect administrative or decision-making authority over the related person or where the decisions of such employee may affect such other person, is prohibited, except where the employment of a related person becomes necessary due to a shortage of qualified personnel. No such related person shall be employed unless his or her employment shall have been individually approved in writing by the Executive Committee. If the prospective employee is a relative of the Executive Director, the Executive Committee must approve the employment. Requests for approval should be submitted through the appropriate administrative channels prior to the offer of employment. A person employed under this policy will have the same rights and privileges as any other employee of the Association. Relatives or related persons means individuals who are related as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister. This section shall apply to permanent employees of the Association, not temporary help.

18. Limitation on Personal Liability: The personal liability of a Director to the Association for monetary damages for breach of duty as Director shall be limited to an amount that is not more than the compensation received by the Director for serving the Association during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the Director, (ii) enable the Director or an associate to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Association under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Association, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Association.

Article 4 – OFFICERS & EXECUTIVE COMMITTEE

1. Composition: The Association Executive Committee will be comprised of the President, Vice President, Communications Director, Treasurer, Past President.

2. Election and Term: The Vice President, Treasurer and Communications Director shall be elected by the Executive Committee and approved by the Board of Directors. Once elected, the Vice President automatically assumes, in order, the office of President, in subsequent years at the time of annual election. Only active Board Members after completion of one year on the Board of Directors can be elected to the Executive Committee. Terms of office shall begin at the close of the annual meeting and shall continue until the close of the next year's annual meeting.

3. Resignation, Removal, Vacancies:

Any Officer may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein, or if no time is specified, then upon receipt of the resignation by the Executive Director. Any Officer may be removed from office by a vote of two-thirds (2/3) of the Board of Directors. Further, should an Officer/Director/Member be dismissed from their position they will be deemed Ineligible to hold any position within the Association.

4. Eligibility: Officers shall be Members of the Board of the Association.

5. Duties:

(1) President

The duties of the president shall be:

- (a) The President is responsible for ensuring that the Board of Directors are aware of and fulfill their governance responsibilities.
- (b) Comply with associations bylaws; conduct board business effectively and efficiently; accountable for their performance.
- (c) Proposes the creation of committees; appoints members to such committees; and performs other duties as the need arises and/or as defined in the bylaws.
- (d) Encouraging all Board Members to participate in discussion.
- (e) Will not lobby Board of Directors by any means.

(2) Vice President.

The duties of the Vice President shall be:

- (a) To serve as the Chairperson at regular meetings of the Association in the absence of the President-elect.
- (b) To serve as the liaison between the Organization and other Agencies.
- (c) to assume the title of Business Operations.
- (d) to oversee longer-term planning for the organization, succession planning, nominations and elections for both the Board and appointed positions and committees, and will always seek out opportunities to improve the Association.

(2) Communications Director

The duties of the Communications Director shall be:

- (a) to follow in order from the Vice President
- (b) to assume the title of Hockey Operations
- (c) to serve as the liaison between the Organization and Internal Hockey related operations

(4) Past President.

The Immediate Past President shall, in the event that the President is unavailable, handle all immediate media communications for emergency circumstances.

(5) Treasurer.

The term of office for the Treasurer will be a two(2) year term with the possibility of one additional consecutive term upon the approval of the Board of Directors.

The duties of the treasurer shall be:

- (a) Render a statement of the condition of the finances of the Association at all meetings of the Board of Directors, and a full financial report at the annual meeting of the Board of Directors.
- (b) Chair the Finance Committee.
- (c) Assist in the preparation of the annual budget, help develop fundraising plans, and make financial information available to the Directors.

- (d) Hold the Executive Director responsible for:
 - (i) Disbursing monies from the general fund
 - (ii) Paying all expenses of the Association subject to the discretion of the Board of Directors
 - (iii) Maintaining a file of all vouchers and invoices accompanying them for a period of not less than five years
 - (iv) Deposit all monies in the name of the Association in an institution approved by the Board of Directors
- (e) To act as custodian of all the assets of the Association
- (f) In general, perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.
- (g) Expenditures in excess of one thousand (\$1000.00) dollars must be co-signed by the Executive Director and the Treasurer. If the Treasurer is not available, the President may sign as the Treasurer's designee.

6. Compensation: The Board of Director members shall not receive compensation for their services. They may only be reimbursed for travel and other expenses as approved by the board.

7. Limitation on Personal Liability: The personal liability of an Officer of the Association for monetary damages for breach of duty as Officer shall be limited to an amount that is not more than the compensation received by the Officer for serving the Association during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the Officer, (ii) enable the Officer or an associate to receive an improper personal economic gain, (iii) show a lack of good faith and a conscious disregard for the duty of the Officer to the Association under circumstances in which the Officer was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Association, or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Officer's duty to the Association.

Article 5: OTHER COMMITTEES

1. Authority to Create Committees & Standing Committees: The President may create committees as needed to address specific issues of concern and interest to the Association. These committees serve until the end of the fiscal year or until their mission is completed, whichever comes first. There shall be four (4) standing committees: Executive, Nominating, Membership and Finance Committees. The President of the Board is also the Chair of the Executive Committee. The Past President, President, Vice President and Treasurer are the Nominating Committee, a Director appointed by the President shall Chair the Membership Committee, and the Chair of the Finance Committee is the Treasurer.

2. Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer, Past President and Communications Director. The Executive Committee shall be responsible for recommending to the Board of Directors the hiring and replacement of the Executive Director or other such individual who has overall administrative authority of procuring and managing the paid staff of the Association within the parameters of the annual budget. The Executive Committee will recommend policies and procedures, which shall be documented and kept current by the Executive Director. The Executive Committee shall operate as a grievance committee. If these Bylaws require that an item obtain the Executive Committee's approval, such approval shall be attained by the affirmative vote of a majority of the Executive Committee members present at a duly called meeting.

3. Notice of Executive Committee Meetings: Notice of any Executive Committee meeting shall be given to each Executive Committee members in writing two (2) weeks in advance of the scheduled meeting and shall include an agenda and back-up material relevant to topics of discussion. Emergency Executive Meetings can/will be called based on immediate needs of the association. Notice will be given in accordance to Article 3.10 of these bylaws.

4. Quorum for Executive Committee Meetings: A quorum for the Executive Committee is three (3).

5. Executive Committee Meetings:

The Executive Committee shall meet at least 4 times per year, this may be included with the monthly Board of Directors monthly meetings (phone conferences included), when necessary at a time and place as determined by the President. Should the President deem that action be taken that requires, due to exigent circumstances, Executive Committee approval between meetings, such action may be taken upon receiving a majority concurrence of Executive Committee members by phone, fax or e-mail, as long as all Executive Committee members are notified in advance of the proposed action, and such action reported into the minutes of the next regularly scheduled meeting.

6. Finance Committee: The Finance Committee shall be chaired by the Treasurer and shall include at least two (2) other Directors as appointed by the President. The Finance Committee is responsible for developing and reviewing fiscal procedures, developing a fundraising plan, and proposing the annual budget with recommendations from the staff and other Directors. The Board must approve the budget, and all expenditures must be within the budget as executed by the Executive Director. Any major change in the budget must be approved by the Executive Committee and ratified by the Board. Quarterly reports are required to be submitted to the Board showing income and expenditures compared to budget and pending income. The financial records of the Association shall be made available to the Directors and the members when requested. The proposed budget for each year must be first approved by the Executive Committee and sent to the Board of Directors with the notice of the Annual Meeting of the Board of Directors at the first board meeting of the said calendar year. The approval of the annual budget is made by the Board of Directors.

7. Nominating Committee: The Executive Committee will act as the nominating committee and shall provide a recommendation for incoming Vice-President, Treasurer for final approval from the Board. The names of interested potential new Board members must be presented to the Board of Directors 60 days prior to the Annual Meeting. The potential new Board members will be interviewed prior to the Annual Meeting. The Executive Committee, Board of Directors and members present will vote on the new Directors at the Annual Meeting with at least six (6) votes needed to pass. The Board of Directors may also ask the Association's members for nominee names. This request shall be made in the form of an e-mail to the Association's members.

8. Membership Committee: The President shall annually appoint a Director to chair the Membership Committee. Such Director shall select at least one (1) other Director to serve with him or her on the Membership Committee. The Membership Committee shall be responsible for reviewing applications, and making recommendations to the Board of Directors.

Article 6 – EXECUTIVE DIRECTOR

1. **Executive Director:** The Executive Director is hired by the Board of Directors upon recommendation of the Executive Committee and functions under the job description as developed by the Executive Committee and approved by the Board of Directors. The Executive Director has day-to-day responsibility for the Association including carrying out the Association goals and policy put forth by the Board of Directors. The Executive Director is responsible for operating the Association within the parameters of the approved annual budget. The Executive Director is prohibited from obligating the Association for any expenditure, or entering into any contract, agreement or pledge not contained in the annual approved budget without written approval by the Executive Committee. The Executive Director is solely responsible for hiring, terminating and supervising other staff members within the parameters of the annual budget. The Executive Director reports directly to the Executive Committee and the President. The Executive Director has the responsibility to ensure that the Association is current in all required legal and governmental filings and is in compliance with all regulations and laws. The Executive Director will attend appropriate Board, Executive and other Committee meetings, report on the progress of the Association, answer questions of Board of Directors and carry out the duties described in the job description. It is the duty of the Executive Director to supervise the activities and welfare of the Association and do so in a manner consistent with the best interests of the Association. The Executive Director will receive an annual job performance review after the annual meeting and before the commencement of the next season. The Executive Director's performance review committee will consist of the President, Treasurer, and a Director at large chosen by the Executive Director. At the Executive Committee's option, a non-profit consultant (as determined by the Board of Directors) may also be present during the job performance review and shall be chosen by the Executive Committee. The Executive Director shall only be removed in accordance with the following procedures:

- A written request of the removal of the Executive Director shall be submitted to the Executive Committee.
- The Executive Committee shall notify the Executive Director, in writing, within one (1) week after the Executive Committee's receipt the request of removal.
- The Executive Director shall have twenty-four (24) hours to acknowledge receipt and thirty (30) days from the day to respond to the Executive Committee provided him or her with notice to respond to the Executive Committee in writing.
- The meeting immediately following the Executive Committee's receipt of the Executive Director's response shall be used to hear the complaint and the response and vote on the Executive Director's removal.
- The Executive Director shall be removed if two-thirds (2/3) of the Executive Committee members present at a duly called meeting vote in favor of the Executive Director's removal.

The Executive Director shall certify and keep at the principal office of the Association as or approved by the Board of Directors. He/she shall keep an original copy of the Association's bylaws as amended or otherwise altered to date. The Executive Director shall keep at such place as the Board of Directors may

direct, a book of minutes of meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, and the names of those present at the meetings. The Executive Director shall also prepare the minutes of the Directors' meetings, subject to the approval and acceptance of such minutes at the subsequent meeting of the Board or committee in accordance with Robert's Rules of Order.

ARTICLE 7 – NON-DISCRIMINATION

1. No person shall be denied employment, membership, association with, or participation in the programs, activities and events of the Association on the basis of race, creed, national origin, sex, disability, sexual orientation or religion.

ARTICLE 8 – AMENDMENTS

1. These Bylaws may be amended, when necessary, by a majority vote of the Board of Directors in accordance to Roberts Rule of Order. Proposed amendments must be submitted to the Executive Director to be sent out with the announcement of a Board Meeting.

Article 9: DISSOLUTION

1. In the event of dissolution or liquidation, voluntary or by operation of law, the residual assets of the Association remaining after payment of all debts and obligations and all costs and expenses of such dissolution or liquidation shall be distributed by action taken by the Board of Directors at a special meeting called for that purpose turned over to one or more organizations. None of the net assets of the organization shall be distributed to or for the benefit of any Director, Officer, employee, or to any other individual.

Article 10: FINANCE AND MANAGEMENT

1. **Fiscal Year:** The fiscal year of the Association will be to May 1 to April 30 of each year, or such other period as the Board may from time to time determine.
2. **Bank:** The banking business of the Association will be conducted at such financial institution as the Board may designate.
3. **Auditors:** At each Annual Meeting the Board will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Association in accordance with the applicable Ontario laws for Not for Profit Organizations.
4. **Annual Financial Statements:** The Directors will approve financial statements of the Association of the last fiscal year of the Association at the Annual Meeting.
5. **Books and Records:** The necessary books and records of the Association required by these bylaws or applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
6. **Signing Authority:** All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being any two of President, Treasurer and Executive Director.
7. **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.
8. **Borrowing:** The Association may borrow funds upon such terms and conditions as the Board may determine.

Article 11: FUNDAMENTAL CHANGES

1. Fundamental Changes require a special resolution:

- Change Association's Name
- Add, change or remove restrictions on the Association's activities
- Create new category of membership
- Change membership conditions
- Change dissolution distributions
- Change manner of giving notice
- Change etc etc etc. – Anything that you want to be hard wired into the association.

Article 12: INDEMNIFICATION

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 position or performing the duties of a Director or Officer.

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.

3. Insurance: The Association will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board of Directors.

Article 13: ADOPTION OF THESE BYLAWS

1. Ratification: These bylaws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on INSERT DATE.

2. 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.