

ARTICLE 4 - GOVERNANCE

COMPOSITION OF THE BOARD

4.1 DIRECTORS – The Board will be composed as follows:

- a) President
- b) Vice-President Administration
- c) Director of Finance
- d) Director of Community Development
- e) Director of Coaching
- f) Director of Games and Tournaments
- g) Director of Officiating
- h) Director of Player Development
- i) Director of Publicity and Public Relations
- j) Director of High Performance
- k) Past President
- l) Director of League – WRL President or Designate

APPOINTMENT OF DIRECTORS

4.2 IMMEDIATE PAST PRESIDENT – The immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.3 TERM OF IMMEDIATE PAST PRESIDENT – The Immediate Past President will serve a maximum of one year unless they resign, are removed from or vacate their office.

4.4 VACANCY OF IMMEDIATE PAST PRESIDENT – If there is no Immediate Past President, as defined in Section 4.2, the position of Immediate Past President will remain vacant.

ELECTION OF DIRECTORS

4.5 ELIGIBILITY – Any individual who is eighteen (18) years of age or older, who is a resident of Manitoba, who is not an employee of Ringette Manitoba, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and

who does not have the status of bankrupt and is not a director or officer of any Association Member Club may be nominated for election as an elected Director.

4.6 NOMINATING COMMITTEE – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The nominating committee will be responsible to solicit nominations for the election of Directors.

4.7 NOMINATION – Any nomination of an individual for election as Director will:

a) Include the written consent of the nominee by signed or electronic signature; and

b) Be submitted to the Head Office of Ringette Manitoba ten (10) days prior to the Annual General Meeting and will be circulated by the Head Office of Ringette Manitoba to the members seven (7) days prior to the Annual General Meeting.

c) Be submitted to the Nomination Committee at least ten (10) days prior to the Annual General Meeting to be included in the slate submitted to the Ringette Manitoba Head Office for distribution to the members.

4.8 NOMINATIONS FROM THE FLOOR – Nominations will not be accepted from the floor unless a nominee has not been brought forward by the Nominating Committee.

4.9 INCUMBENTS – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of Ringette Manitoba seven (7) days prior to the Annual General Meeting.

4.10 CIRCULATION OF nominations and platforms –valid nominations will circulated all voting members seven (7) days prior to elections.

4.11 ELECTION – The election of Directors will take place annually at the Annual General Meeting as follows:

a) The Vice-President Administration, Director of Finance, Director of Coaching, Director of Games and Tournaments, Director of High Performance and Director of League- WRL President or Designate will be elected by the membership at the Annual General meeting held in alternate years to those elected in accordance with subsection b.

b) The President, Director of Player Development, Director of Publicity and Public Relations, Director of Officiating and Director of Community Development will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection a.

4.12 DECISION – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – winner declared upon an ordinary resolution of votes present to accept the nomination.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

4.13 TERMS – Elected Directors will serve terms of two years to a maximum of two consecutive terms or until their successors have been duly elected or appointed in accordance with these By-laws, unless they resign, are removed from or vacate their office. However, if there are no other candidates, then the incumbent may hold that position for another full term or until such time as another person is found. Directors may not hold two (2) positions on the board at the same time.

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 Ringette Manitoba 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, without approval, fails to attend three (3) regular Board meetings;
- b) The Director is found by a court to be of unsound mind;
- c) The Director becomes bankrupt;
- d) The Director is not a member; and
- e) Upon the Director's death.

4.16 REMOVAL – An elected Director may be removed before the expiration of their term by Ordinary Resolution of the voting Members present at an Annual General meeting or Special Meeting. Provided the Director has been given written notice of and the opportunity to be present and to be heard at such a meeting.

FILLING A VACANCY ON THE BOARD

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

MEETINGS OF THE BOARD

4.18 CALL OF MEETING – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors or the President.

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 seven (7) 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 eight (8) meetings per year.

4.21 QUORUM – At any meeting of the Board of Directors, quorum shall be 50% plus one (1) of the Directors holding office.

4.22 CHAIR – The chair of a Directors meeting will be the President, and in the President's absence, the Vice-President. If both the President and 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 vote. Voting will be by a show of hands or orally 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 event of a tie, the motion will be considered defeated.

4.24 CLOSED MEETINGS – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.25 MEETINGS BY TELECOMMUNICATIONS— A Director may, if all Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors, by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.

4.26 DECISIONS IN LIEU OF MEETINGS – If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. 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

4.27 POWERS OF THE CORPORATION – Except as otherwise provided in the Act or these By-laws, the Board has the powers of Corporation and may delegate any its powers, duties and functions. The Board shall be vested with the charge and control of the Corporation and of its affairs, funds and properties.

4.28 MANAGING THE AFFAIRS OF THE CORPORATION – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these By-laws.

4.29 RESPONSIBILITY TO THE MEMBERSHIP – The Board shall consider changes to policy and procedures put forward by no fewer than four **Full Members** at least 14 days prior to a board meeting. Each member who has signed the proposal may send one delegate to speak on behalf of the proposal. Such proposals must be distributed to all **Full Members** seven days prior to the board meeting and the Board's decision must be communicated to all **Full Members** within 7 days of the meeting.

4.30 DISCIPLINE – The Board may make policies and procedures relating to the discipline of Members, and will have the authority to discipline Members 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 Corporation.

4.32 BORROWING POWERS – The Board may borrow money upon the credit of the Corporation as it deems necessary.