

CORNHOLE CANADA

ARTICLES

BYLAWS

As adopted in Toronto, September 5, 2020



www.cornholecanada.com

CORNHOLE CANADA

ARTICLES

BYLAWS

This edition is prepared for easy and convenient reference only. Should errors occur, the contents of this book will be interpreted by the President according to the official minutes of Cornhole Canada Meetings.

The Playing Rules and Regulations of Cornhole Canada are published in a separate booklet and can be obtained from the Secretary or office of Cornhole Canada.

CORNHOLE CANADA

MISSION STATEMENT

To help develop and promote Cornhole at the Provincial, National and International level for all athletes with the goal of making Cornhole an Olympic sport. We strive to be the best amateur sport of its kind offering safe play, fair competition and inclusion for all. And for all Players, staff and spectators a fun and enjoyable experience every time a bag is thrown.

CORNHOLE CANADA

2020 BOARD OF DIRECTORS

PRESIDENT

Pino Panza
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pino@cornholecanda.ca

VICE PRESIDENT

Pino Gatto
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EVENTS DIRECTOR

Sebastian Gianino
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TREASURER

VACANT

SECRETARY

VACANT

CORNHOLE CANADA

MEMBER PRESIDENTS

Name
British Columbia Cornhole Association
Address
City, Postal Code
Phone, Email

Name
Saskatchewan Cornhole Association
Address
City, Postal Code
Phone, Email

Name
Ontario Cornhole Association
Address
City, Postal Code
Phone, Email

Name
New Brunswick Cornhole Association
Address
City, Postal Code
Phone, Email

Name
PEI Cornhole Association
Address
City, Postal Code
Phone, Email

Name
Alberta Cornhole Association
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City, Postal Code
Phone, Email

Name
Manitoba Cornhole Association
Address
City, Postal Code
Phone, Email

Name
Quebec Cornhole Association
Address
City, Postal Code
Phone, Email

Name
Nova Scotia Cornhole Association
Address
City, Postal Code
Phone, Email

Name
NFLD & Labrador Cornhole Association
Address
City, Postal Code
Phone, Email

CORNHOLE CANADA

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CORNHOLE CANADA

ARTICLES

ARTICLE I - NAME

The name of the organization shall be Cornhole Canada Organization. A Special Resolution passed by the Members is required to change the organization's name.

ARTICLE II - STATUS

Cornhole Canada is the self governing body for Cornhole in Canada. Cornhole Canada shall create a Board of Directors, which is responsible for governing Articles, Bylaws, Regulations, Playing Rules and Policies put in place by the Members. Cornhole Canada represents Canada internationally.

ARTICLE III - PURPOSE

The purpose of this organization is to enhance, promote and support the strategic long-term development of all participants in the sport of cornhole by the efficient and effective delivery of organized sport through the recognized Provincial/Territorial Associations for the benefit of the Provincial/Territorial Associations and their membership.

ARTICLE IV - OBJECTIVES

The following are Cornhole Canada objectives:

- Regulate Cornhole in Canada and establish uniform Playing Rules;
- Oversee a structure that includes Associations, Leagues, individuals and Teams involved in Cornhole;
- Promote the sport of Cornhole in Canada, on a nationwide basis;
- Grow Player registration and community participation, with a focus on welcoming and encouraging new Canadians, girls and youth into the Canadian sport ecosystem;
- Inclusion of all regardless of age, colour, ethnic origin, gender, race, religion or sexual orientation;
- Encourage active, healthy lifestyles in athletes of all ages;
- Bring together Players to participate at all levels whether, learning to play, recreationally or competitively;
- Deliver a training program that brings promising athletes from the grassroots level to National and International levels;
- Help administer National Championship with Canadian Cornhole Leagues;
- Sanction Member Association competitions;
- Act as Canadian representative for International competition;

- Manage National teams to participate in International competitions;
- Establish local and national sponsors and redistribute funds to Member Associations;
- Maintain an electronic database of all Members and Registered Participants;
- Shall delegate all National Championships, tournaments and insurance monies to Canadian Cornhole Leagues; and
- Maintain an insurance program for all Members.

ARTICLE V - HEAD OFFICE

The Head Office shall be in Toronto, Ontario. The Board may establish other offices as Cornhole Canada requires. A Special Resolution passed by the Members is required to change the location of the Head Office.

ARTICLE VI - MEMBERSHIP

Cornhole Canada shall have only one (1) class of Members. Those Members are the duly constituted Provincial/Territorial Associations listed in Bylaw 5.1. They are responsible for the management of Cornhole within their Province/Territory and shall have the responsibility for representing their constituents at Cornhole Canada Meetings.

ARTICLE VII – AMENDMENTS TO THE ARTICLES

Amendments can be made to the Articles only at the Annual General Meeting of Cornhole Canada.

With a quorum in place, a two-thirds (2/3) majority is required to adopt an amendment to an Article.

Proposed changes to Articles may be considered at the Annual General Meeting provided the Board receives notice of change by email at least thirty (30) Days before the Annual General Meeting. The Secretary shall forward a copy of the proposed changes to the Members and the Board at least fifteen (15) Days before the Annual General Meeting.

Notices of Motion may only be submitted by voting Members.

ARTICLE VIII – AMENDMENTS TO BYLAWS, REGULATIONS, PLAYING RULES AND POLICIES

Cornhole Canada may adopt, amend, revise or repeal Bylaws, Regulations, Playing Rules and Policies for the governance of Cornhole Canada only at the Annual General Meeting of Cornhole Canada.

ARTICLE IX – DISSOLUTION

Cornhole Canada may be dissolved by a Special Resolution passed by the Members of Cornhole Canada, at a Members Meeting.

Cornhole Canada may only be dissolved should it not follow government guidelines in the Not-For Profit Corporations Act.

If Cornhole Canada is dissolved, its assets shall be liquidated and transferred to a Qualified Donees selected by the Members by a Special Resolution passed by the Members at a Members Meeting.

A Special Resolution passed by the Members is required to make any change concerning the distribution of property remaining on liquidation after the discharge of any liabilities of Cornhole Canada.

CORNHOLE CANADA

BYLAWS

SECTION A - OVERVIEW

1. DEFINITIONS

1.1 For the purpose of all Cornhole Canada Bylaws, unless otherwise defined in a specific Bylaw, the following words, terms and expressions are defined as follows in alphabetical order:

- **Act** means the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or Regulations that may be substituted, as amended from time to time;
- **Association** is a Province/Territory that operates Cornhole and controlled by a duly elected Executive or Board of Directors;
- **Auditor** means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Cornhole Canada for a report to the Members at the next Annual Meeting;
- **Board** means the Board of Directors of Cornhole Canada;
- **Canadian Cornhole Leagues (CCL)** means the organization that oversees and in charge of National Championships, tournament fees, membership fees and insurance;
- **Categories** means the levels of play: Tier 1 (Elite), Tier 2, Tier 3, Tier 4 and Tier 5 (Social); the levels may be subdivided by ages where U refers to Under and O refers to Over: U15, U13, U11, U9, U7, U5, O50, O40, and O30;
- **Days** means days inclusive of weekends and holidays;
- **Delegate** is an authorized representative of a Member(s) approved in advance to represent that Member's interests at a Members Meeting;
- **Director** is an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- **Division** means the classes of play being operated within Cornhole Canada. These are as follows: Men, Women, Mixed Adult, Youth Boys, Youth Girls, Mixed Youth and further described in the Regulations;
- **Executive** means any Board position from a Member Province/Territory or a Cornhole Canada Board Member;
- **Game(s)** mean any sanctioned competition between two (2) or four (4) players by a Member Province/Territory or Cornhole Canada;

- **Head Office** has the meaning described in Article V;
- **League(s)** means an organization providing competition for Players that are in a Member Province/Territory and registers with Cornhole Canada;
- **Meeting** means Annual, Board or Special Meeting;
- **Member** has the meaning described in Article VI and, where appropriate, means the designated individual, Delegate or representative duly authorized to appear for and make decisions on behalf of such Member;
- **Officer** has the meaning described in Bylaw 35.1;
- **Ordinary Resolution** is a resolution passed by a majority of the votes cast on that resolution;
- **Parent** means an individual who has legal custody of a child either through biology or court order (eg. adoption, legal guardianship, or a custodial order);
- **Player(s)** means the Registered Participants of a Team or an individual in competition;
- **Playing Rules** means the rules that govern the game of Cornhole in Canada, as set out in the Official Rulebook of Cornhole Canada, as amended from time to time;
- **Policies** means Policies of Cornhole Canada;
- **President** means the President of Cornhole Canada;
- **Proposal** is a notice submitted by a Member of Cornhole Canada that meets the requirements of Section 163 of the Act;
- **Qualified Donees** are organizations that can issue official donations receipts for gifts they receive from individuals and corporations under the Income Tax Act;
- **Registered Participant** is a registered Player from any of the Member Provinces/Territories;
- **Regulations** means the Regulations of Cornhole Canada, as amended, restated or in effect from time to time;
- **Season** means the Cornhole Season which commences on September 1 and ends on August 31 of the following year;
- **Secretary** means the administrator of Cornhole Canada; also a Member of the Board;
- **Special Resolution** is a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution;

- **Team (s)** means the Registered Participants of a Team;
- **Treasurer** is in charge of all finances of Cornhole Canada; also a Member of the Board; and
- **Vice President** means the Vice President of Cornhole Canada.

2. FISCAL YEAR

- 2.1 The fiscal year of Cornhole Canada begins on September 1 and ends on August 31 the following year, unless otherwise determined by the Board by way of Ordinary Resolution.

3. OFFICIAL LANGUAGES

- 3.1 The official language of Cornhole Canada is English. If required translation between English and French will be provided at all Members Meetings. Official documents will be published in English and French.

4. COMPLIANCE

- 4.1 Cornhole Canada is a self governing organization. Membership in Cornhole Canada and it's Member Provinces/Territories are voluntary. Membership includes:
- acceptance of the final and binding authority of Cornhole Canada;
 - adhere and observe the Bylaws, Regulations, Playing Rules and Policies and related decisions of Cornhole Canada;
 - acceptance and subscription to insurance coverage and membership fees as may be approved and made mandatory by Cornhole Canada and administered by Canadian Cornhole Leagues from time to time; and
 - acknowledgement that the Members share the same goals, philosophies and responsibilities and agree to be governed by a uniform set of rules and Regulations that Cornhole Canada may establish from time to time.

SECTION B - MEMBERSHIP

5. MEMBERS

- 5.1 Each of the following Provinces/Territories shall be governed by one (1) Member registered with Cornhole Canada in accordance with these by-laws. Each will have jurisdiction over their Province/Territory.
- British Columbia Cornhole Association;
 - Alberta Cornhole Association;
 - Saskatchewan Cornhole Association;
 - Manitoba Cornhole Association;
 - Ontario Cornhole Association;
 - Québec Cornhole Association;
 - New Brunswick Cornhole Association;
 - Nova Scotia Cornhole Association;
 - Prince Edward Island Cornhole Association;
 - Newfoundland and Labrador Cornhole Association;
 - Yukon Cornhole Association;
 - Northwest Territories Cornhole Association ; and
 - Nunavut Cornhole Association.
- 5.2 Each Member, as a condition to membership, shall adopt Articles, Bylaws, Regulations, Playing Rules and Policies that conform to the Articles, Bylaws, Regulations, Playing Rules and Policies of Cornhole Canada.
- 5.3 Members shall apply for Provincial/Territory Sport Organization (PSO/TSO).
- 5.4 Members shall provide proof of non-profit status on an annual basis along with Annual General Meeting minutes and financial statements to the Secretary and must abide by all rules and regulations of the Not for Profits Corporations Act.
- 5.5 Membership shall be acquired by application in writing to the Secretary, expressing compliance with and adherence to the Articles, Bylaws, Regulations, Playing Rules and Policies of Cornhole Canada, accompanied by the fees for membership and a copy of the applicant's Articles, Bylaws, Regulations and Policies. Membership shall take effect upon approval of the application by the Board by Ordinary Resolution.
- 5.6 Members shall submit an annual membership application with fees to Canadian Cornhole Leagues on or before September 1st.

6. MEMBERS' RIGHTS

6.1 Members have the following rights:

- attend and speak at Members Meetings;
- may submit Proposals for inclusion on the agenda of Members Meetings;
- voting rights in accordance with Cornhole Canada's Bylaws at any Members Meeting on matters including, but not limited to, Bylaws, Regulations and Playing Rule changes and the election of the Board;
- may attend Congresses;
- participate in competitions and other organized events by Cornhole Canada and Canadian Cornhole League; and
- exercise all other rights and privileges arising from the Bylaws and Regulations of Cornhole Canada, and such other rights and privileges as the Board may, from time to time, determine.

6.2 A Special Resolution passed by the Members is required to change any of the rights described in this Bylaw.

7. MEMBER OBLIGATIONS/RESPONSIBILITIES

7.1 Each Member shall recognize Cornhole Canada as the authority concerning all levels of play, Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions of Cornhole Canada as well as any amendments. Members shall comply fully.

7.2 Each Member is obligated and empowered to foster, conduct and control Cornhole within its Province/Territory in a manner consistent with Cornhole Canada's Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions.

7.3 All Games played within a Member's Province/Territory, and the qualification of all Registered Participants competing in such Games, must conform to such Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions.

7.4 No Member shall amend its Articles, Bylaws, Regulations, Playing Rules or Policies in a manner that conflicts with the Articles, Bylaws, Regulations, Playing Rules or Policies of Cornhole Canada. Every Member shall submit all amendments or changes to its Articles, Bylaws or Regulations, in their annual year end report to the Board.

7.5 Members shall hold a publicly advertised Annual Meeting at which time a full Executive is democratically elected and which allows for appropriate

representation by Members from all regions of the Province/Territory. An election of Directors shall be held a minimum of every two years. Executives appointed to a Board must not derive an income from the sport for which the Member is a Board appointee. All positions must be volunteer elected Members.

- 7.6 Members shall have a volunteer leadership structure that is democratically elected by the membership and supports the appropriate representation of Members through its Constitution. Board Members shall not be in a conflict of interest position.
- 7.7 Bylaws, Regulations, Playing Rules and Policies shall be purchased through Cornhole Canada.
- 7.8 Members shall not advertise or promote publicly non-member leagues, tournaments or merchandise.
- 7.9 Members shall have all their Leagues register with Cornhole Canada and administered by Canadian Cornhole Leagues exclusively.
- 7.10 Each Member shall ensure that the Board, through a qualified Auditor, shall have immediate access on demand to all books, vouchers, receipts, and records that generally pertain to the finances and operation of that Member. If the Auditor's report to the Board documents a qualified or adverse opinion, the Board may take appropriate disciplinary measures.
- 7.11 Each Member shall comply fully with all other duties arising from the By-Laws, Regulations, Playing Rules and Policies of Cornhole Canada.
- 7.12 A Special Resolution passed by the Members is required to make any addition, change or deletion to the obligations of membership described in this Bylaw.
- 7.13 A membership in Cornhole Canada is not transferable.

8. INSURANCE

- 8.1 Cornhole Canada is responsible for negotiating an insurance program administered by Canadian Cornhole Leagues.
- 8.2 Members shall participate in the Cornhole Canada insurance program.
- 8.3 Members shall approve the insurance program yearly at the Annual General Meetings.

SECTION C - OTHER STAKEHOLDERS

9. GENERAL

- 9.1 In addition to the Members, Cornhole Canada recognizes that its Leagues and Registered Participants contribute to the success of Cornhole Canada.

10. LEAGUES/LEAGUE OWNERS/LEAGUE OPERATORS

- 10.1 Any league, league owner, or league operator registered with Cornhole Canada, or any person, affiliated with or associated with, in any capacity whatsoever, shall not have membership status within Cornhole Canada but, rather, shall be referred to throughout these Bylaws as “Leagues”.
- 10.2 Leagues, league owners, or league operators shall submit an annual membership application with fees to Canadian Cornhole Leagues on or before September 1st. New leagues may register at any time throughout the season.
- 10.3 Each League is obligated and empowered to foster, conduct and control Cornhole within its city/town in a manner consistent with Cornhole Canada’s Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions.
- 10.4 All Games played within a Leagues city/town, and the qualification of all Registered Participants competing in such Games, must conform to such Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions.
- 10.5 Leagues shall confirm that all players in their leagues are Registered Participants within Cornhole Canada. Any leagues found to have players participating as non members shall face fines and sanctions against them.
- 10.6 Leagues shall not advertise or promote publicly non-member leagues, tournaments or merchandise.

11. REGISTERED PARTICIPANTS

- 11.1 Any person registered with Cornhole Canada or any of its Members, or any person, affiliated with or associated with, in any capacity whatsoever, participating in Games or activities of any kind organized by Cornhole Canada or any of its Members, including but not limited to the Parents or legal guardians of any minor aged participant registered in Cornhole Canada programming, shall not have membership status within Cornhole Canada but, rather, shall be referred to throughout these Bylaws as a “Registered Participant”.

11.2 Participation in Cornhole Canada sanctioned Leagues and events is voluntary. Registration within programming offered by Cornhole Canada or one of its Members entails acceptance by the Registered Participant, including the Parents or legal guardians of any minor aged registrant of the final and binding authority of rules and decisions of the Board, adherence to and observance of the Articles, Bylaws, Regulations, Playing Rules and Policies of Cornhole Canada and acceptance of and subscription to such insurance coverage and Registered Participant registration fees as may be approved and made mandatory from time to time by the Board.

SECTION D - RESIGNATION, SUSPENSION, EXPULSION AND TERMINATION OF A MEMBER

12. RESIGNATION

12.1 Any Member may resign from Cornhole Canada by submitting a resignation in writing to the Secretary. Any such written resignation shall be received at least three (3) months prior to Cornhole Canada's Annual General Meeting, otherwise, the Member shall retain that status for the following year and any financial responsibilities associated with that status under these Bylaws shall remain in effect.

13. SUSPENSION

- 13.1 The Board, by way of Ordinary Resolution, may suspend any Member that breaches or violates any decision of the Board or any Bylaw, Regulation, Playing Rule or Policy of Cornhole Canada. Any such suspension shall have immediate effect, and shall continue until the earlier of the date upon which the Board lifts it, or until the next Members Meeting, where it may be extended by way of Ordinary Resolution of the Members in attendance at that Meeting and on such terms as those Members deem appropriate. The suspended Member shall not be included in the calculation of the number of votes required to constitute a majority.
- 13.2 A suspended Member shall lose its rights within Cornhole Canada including the right to vote. Other Members may not engage in any cornhole related activity with a suspended Member unless authorized by the Board.
- 13.3 If a Member is suspended, the Board shall proceed with the organization of the Leagues within that Province/Territory for the remainder of the current Season.
- 13.4 Without limiting or restricting the generality of anything elsewhere contained in the Articles, Bylaws, Regulations, Playing Rules and Policies, and without limiting any of the specific or general powers of the Board, any breach or violation by any League or Registered Participant of any provision of the By-Laws, Regulations, Playing Rules and Policies, or of any decision of the Board may result in an immediate indefinite suspension or expulsion of that League or Registered Participant, including any Team with whom that Registered Participant is associated or affiliated.
- 13.5 Any suspension imposed under these Bylaws shall continue until the requirements for lifting the suspension have been met. The Board may

remove or remit, on such conditions as it may deem fit, any suspension or penalty that has been imposed by the Board or by operation of any of the provisions of these Bylaws.

14. EXPULSION

14.1 The Board may expel a Member if:

- they fail to fulfill its financial obligations to Cornhole Canada and Canadian Cornhole Leagues within sixty (60) Days of due date;
- they seriously or repeatedly violate the Articles, Bylaws, Playing Rules, Regulations, directives, Policies or decisions of Cornhole Canada; or
- they are deemed to have brought the sport of cornhole into disrepute.

14.2 At least seventy-five percent (75%) of the Board shall be present for an expulsion described in Bylaw 14.1 to be valid. The motion for expulsion shall be passed by Special Resolution of the Directors in attendance.

14.3 A Member, League or Registered Participant may be expelled from Cornhole Canada in accordance with Cornhole Canada's policies and procedures relating to discipline. The Board shall provide a statement of the reason(s) for the proposed expulsion, at least thirty (30) Days prior to the Meeting. The statement shall include the place and time when the Meeting will take place. The person (s) shall be given an opportunity to be heard at this Meeting. The decision of the Board is final.

15. EFFECT OF RESIGNATION, EXPULSION OR TERMINATION

15.1 Loss of Membership status by resignation or expulsion immediately terminates all rights and privileges that the Member enjoyed within Cornhole Canada, but does not relieve that Member from its financial obligations to Cornhole Canada, Canadian Cornhole Leagues, other Members, or anyone else to whom the Member may have a financial obligation for which Cornhole Canada may bear liability.

15.2 Following the resignation or expulsion of a Member, the Board may award membership status to another entity which will then be authorized by the Board to manage Cornhole within the Province/Territory.

SECTION E - MEETINGS

16. GENERAL PROVISIONS

- 16.1 The current edition of Robert's Rules of Order shall be used as a reference at any Board or Members Meeting so far as they may be applicable without coming into conflict with the Act of incorporation, Articles, By-Laws, Regulations and Policies adopted by Cornhole Canada.
- 16.2 All Members Meetings, except a Special Meeting requested under Bylaw 18.1(ii), shall be called by the President. The President shall send notice of the time and place to each Director and to the office of each Member. Notice shall be sent by email, not less than thirty (30) Days before the Meeting and shall be accompanied by a Meeting agenda. Members' Meetings may be held with shorter notice provided waivers of notice are given in writing to all Members.
- 16.3 Quorum at all Members Meetings shall consist fifty percent (50%) of current Members.
- 16.4 Members Meetings, except the Annual General Meetings, may take place online or by conference call.
- 16.5 Delegates may attend a Members Meetings but shall be affiliated with the Member which they represent. Members will provide Cornhole Canada with written notice of the name(s) of its Delegates ten (10) Days prior to the Meeting.
- 16.6 The Secretary shall send the minutes for all Members Meetings expeditiously as possible by email after such Meetings to members of the Board of the Directors and the offices of each Member.
- 16.7 A Special Resolution passed by the Members is required to make any change to the manner of giving notice described in Bylaw 16.2.

17. ANNUAL GENERAL MEETING

- 17.1 The Annual General Meeting for Cornhole Canada shall be held at the National Championships.
- 17.2 Each Member may send one (2) Executives The names of all representatives shall be forwarded to the Secretary ten (10) Days prior to the Meeting.
- 17.3 Observers may be invited to the Annual General Meeting at the discretion of the Board. Requests from Members to have them attend must be submitted to the Board of thirty (30) Days in advance of the Meetings. The Board will not consider unsolicited requests from observers to attend the

Meetings. The Board will respond in writing to any observer requests and provide a rationale to Members as to why they have been approved or not.

17.4 Proxies are not allowed at the Annual General Meetings.

17.5 At the Annual General Meetings, the following shall be the order of business:

- roll call of Members, Executives and Directors;
- if any; roll call of Delegates;
- establishment of quorum;
- approval of previous Annual General Meetings minutes and/or Special Meetings held during the year;
- President report;
- Board report;
- registration and finance reports;
- review of fees and insurance;
- approval of financial statements;
- appointment of Auditor;
- admissions, suspensions and expulsions;
- amendments to Bylaws, Regulations and Playing Rules;
- general or new business;
- National Championships;
- elections;
- date and place of next Annual Meeting; and
- adjournment.

18. SPECIAL MEETING

18.1 Special Meetings shall be held when requested by:

- i. Two-thirds (2/3) of the Board in a written submission to the President; or
- ii. Members who collectively hold at least five per cent (5%) of the votes that may be cast at a Meeting of Members. Any such request shall be made in a written submission to the President and the Board, and must set out the purpose for which such Meeting is being requested.

18.2 Any Special Meeting requested under Bylaw 18.1 (ii) shall be called by the Board within fifteen (15) Days of its receipt of the request and shall be accompanied by a Meeting agenda.

18.3 The President shall prepare the agenda for the Special Meeting, and shall limit that agenda to the items specified in the Special Meeting request.

18.4 The agenda of a Special Meeting may not be altered.

19. CONGRESSES

19.1 The Board shall schedule congresses at such times and places as it determines. The agenda for such Congresses shall be determined by the Board, and may focus on issues including, but not limited to, the execution of Board priorities, technical workshops, professional development, policy issues, and governance.

20. VOTING

20.1 Each Member is entitled to cast one (1) vote for each Division they offer on any matter in which Members are entitled to vote. Divisions must have twenty-five (25) Registered Participants in order to claim a vote.

20.2 Each Member may claim a vote for the following four (4) Divisions:

- Men
- Women
- Boys
- Girls

20.3 Decision shall be by a majority of the votes cast, unless the favourable vote of a larger proportion of the votes is required by these Bylaws. In an event of a tie, the Board votes shall be used to declare the winner. If still tied then the President's vote will be used to declare the winner.

20.4 Absentee voting is prohibited, except in the case of a Meeting conducted in accordance with Bylaw 16.4. If a vote is held during any Meeting that occurs online, the President shall ask each participant holding voting rights to vote orally, and shall tabulate and report the result to the participants. Voting by proxy is prohibited in all circumstances.

20.5 At Meetings other than those described in Bylaw 16.4, voting shall be by a show of hands unless a ballot is demanded by a Member entitled to vote at the Meeting, or the Bylaws that specifically require a secret ballot.

20.6 In lieu of conducting a formal vote on any resolution that can be adopted by an Ordinary Resolution, the President may ask the Members to indicate whether there are any objections to a particular resolution that has been put forward. If any objections are noted, the resolution shall be put to a formal vote. If no objections are noted, the resolution shall be deemed to be adopted by consensus, and no formal vote will be required.

20.7 A Special Resolution passed by the Members is required to make any amendment to the method of voting by Members not in attendance at a Meeting, as described in Bylaw 20.4.

SECTION F - BOARD OF DIRECTORS

21. ROLE

21.1 The Board shall manage and supervise all activities of Cornhole Canada, and is accountable to the Members which it serves.

22. COMPOSITION AND ELIGIBILITY

22.1 The Board shall consist of five (5) Members and may change from time to time;

- President
- Vice President
- Treasurer
- Secretary
- Events Director

22.2 Within thirty (30) Days of taking office, all Directors shall divest themselves of any active Board of Director position with a Member province. Any person seeking election as a Director shall declare any conflict of interest in advance of seeking election, in accordance with Cornhole Canada's *Conflict of Interest Policy*.

22.3 Directors may be a paid employee of Cornhole Canada.

22.4 No Director may hold more than one (1) position at any time.

22.5 In order to qualify to become a Director, an individual shall:

- be a citizen or permanent resident of Canada;
- be at least eighteen (18) years of age;
- have the capacity under law to contract;
- be a Member, League or Registered Participant of Cornhole Canada; and
- not have been declared incapable by a court in Canada or in another country.

22.6 A Special Resolution passed by the Members is required to increase or decrease the number of Directors set out in Bylaw 22.1.

23. NOMINATIONS

23.1 Nominations for a Director position may only be submitted by email at least thirty (30) Days prior to the Annual General Meeting. No Member, League or Registered Participant may submit a number of nominations that exceeds the number of Directors' positions available for election.

- 23.2 All nominations shall include a resume of the candidate's credentials, and a written statement by the candidate expressing a willingness to serve as a Director. The President shall forward all nominations to the Members at least seven (7) Days prior to the Annual General Meeting.
- 23.3 Nominations from the floor at the Annual General Meeting are not permitted.

24. ELECTIONS

- 24.1 Elections shall be held at the Annual General Meeting in an even numbered year, to fill the positions of the elected Directors whose terms have expired. The election of Directors shall be conducted by secret written ballot. The names of all of the nominees for elected Directors' positions shall appear on the ballot.
- 24.2 Each Member in attendance at the Annual General Meeting shall receive one (1) ballot and shall cast a vote as described in Bylaw 20. If applicable, each Member shall designate one of its Delegates to vote on that Member's behalf. Any ballot containing votes for a number of nominees other than the number of available Directors' positions, shall be voided. The available Board positions shall be filled by the nominees receiving the most votes.
- 24.3 If there is a tie for the final Director's position(s), the names of the tied nominees shall appear on a new ballot, and the voting procedure described in Bylaws 24.1, 24.2 and 24.3 shall continue until all of the Directors positions have been filled. In the event of a deadlock, the final Director's position(s), shall be filled by a random draw conducted by the President, from among the deadlocked nominees.
- 24.4 Upon the completion of the elections, only the names of the elected Directors shall be announced. All election ballots will be destroyed after those names are announced.

25. APPOINTMENT OF DIRECTORS

- 25.1 The Board may appoint a Director only if there is a vacancy during a two (2) year term.
- 25.2 Directors, by Special Resolution, may appoint a recommended candidate to serve as an appointed Director.
- 25.3 The term of an appointed Director shall commence at the date of such appointment and expires immediately upon the close of the next Annual General Meeting.

25.4 If elected at the Annual General Meeting, the appointed Director may serve two (2) more terms.

26. TERM

26.1 The original five (5) elected Directors shall stay in office for the first ten (10) years of Cornhole Canada's existence before new Directors can be voted in.

26.2 Elected Directors shall serve a two (2) year term unless otherwise specified in the Bylaws. The term shall commence on September 1 of the given year and terminates August 31 two (2) years later.

26.3 Directors may serve three (3) consecutive terms in the same position. Directors will not be eligible to stand for election to the Board for a period of two (2) consecutive years thereafter.

27. BOARD VACANCIES

27.1 Any Board position shall be automatically vacated if a Director:

- resigns from office by delivering a written resignation to the President;
- is found by a court to be of unsound mind;
- dies; or
- is removed by the Members in accordance with Bylaw 28.

28. REMOVAL OR SUSPENSION OF DIRECTOR

28.1 Any Director may be removed from office by Ordinary Resolution passed by the Members voting at a Special Meeting called for that specific purpose.

28.2 The Board shall provide the Director with a statement of the reason(s) for the proposed suspension, at least fifteen (15) Days prior to the Meeting. The statement shall include the place and time when the Meeting will take place. The Director shall be given an opportunity to be heard at this Meeting. The decision of the Members is final.

29. FILLING A BOARD VACANCY

29.1 Where a vacancy occurs on the Board, the following procedure shall apply:

- if the vacant position was previously filled by an appointed Director, the remaining Directors may, by Special Resolution, fill the vacancy with an individual identified Board sees fit to do so.
- if the vacant position was previously filled by an elected Director, the Board shall solicit nominations from the Members for candidates to

fill the vacancy. The Members shall fill the vacancy at the next Members Meeting, using the proper election procedure described in Bylaw 24.

- 29.2 Any individual elected or appointed as a Director under this Bylaw, shall serve on the Board for the remainder of the unexpired term of the previous Director whose position is being filled.

30. BOARD MEETINGS

- 30.1 Board Meetings may be called by any of the five (5) Directors.
- 30.2 There shall be a minimum of ten (10) Board Meetings per Season.
- 30.3 Quorum at all Board Meetings shall consist of fifty percent (50%) of Directors.
- 30.4 The President shall send notice of the time and place to each Director. Notice shall be sent by email, not less than fifteen (15) Days before the Meeting and shall be accompanied by a Meeting agenda.
- 30.5 Board Meetings may take place online by conference call.
- 30.6 Questions arising by way of motion at any Board Meeting shall be decided by an Ordinary Resolution of the Directors present, unless a larger proportion of the votes is required under these Bylaws. Each Director is authorized to exercise one (1) vote. In an event of a tie the President's vote shall count as two (2) votes. Proxies are not accepted at any Board Meeting.
- 30.7 Any Member or any individual may attend any Board Meeting upon the invitation of the President.
- 30.8 The Secretary shall send the minutes for all Board Meetings expeditiously as possible by email after such Meetings to Members of the Board of the Directors and the offices of each Member.

31. BOARD POWERS

- 31.1 The Board shall manage and supervise all activities and affairs of Cornhole Canada and may bind any contract which Cornhole Canada may lawfully enter into.
- 31.2 The Board shall govern the affairs of Cornhole Canada in accordance with the provisions of Cornhole Canada's Articles, Bylaws, Regulations, Playing Rules, and Policies.
- 31.3 The Board shall have the authority to delegate any or all of its powers, duties and authority that may be lawfully delegated to the President or to any third party to assist it in carrying out its responsibilities.

- 31.4 In addition to any other powers which are granted upon the Board by law or these Bylaws, the Board shall have the power to:
- interpret, construe, define and explain the Articles, Bylaws, Regulations, Playing Rules and Policies of Cornhole Canada. All Members, Leagues and Registered Participants shall accept as final and binding all such interpretations, constructions, definitions and explanations given or made by the Board;
 - impose and enforce appropriate penalties for any violation or breach of Articles, Bylaws, Regulations, Playing Rules or Policies of Cornhole Canada or for any violation or breach of any decision or ruling of the Board of Directors, which penalties shall be in addition to any automatic suspension imposed;
 - make decisions for the better governance and organization of cornhole;
 - ensure that decisions of the Members, made in accordance with the Bylaws, are executed;
 - review and make recommendations on all Proposals to be considered by the Members;
 - initiate items for decision by the Members;
 - adjudicate all disputes between Members;
 - formulate and monitor the implementation of the strategic plan of Cornhole Canada;
 - supervise the collection of any monies belonging to Cornhole Canada and the expenditure of money;
 - have, through a qualified Auditor, immediate access on demand to all books, vouchers, receipts and records that generally pertain to the finances or operations of any Member or of any League affiliated with any Member;
 - approve the budget and adjustments thereto;
 - recommend to the Members at the Annual General Meeting the appointment of an independent Auditor;
 - establish, operate and manage any type of insurance plan that the Board has approved for the benefit and protection of its Members, Leagues and Registered Participants;
 - establish terms of reference for the Members, the Board, the Stakeholders; and
 - overrule any decision of any Member, that is inconsistent with any

decision by the Board or the Articles, Bylaws, Regulations, Playing Rules and Policies of Cornhole Canada, including any decision by Member which makes a national ruling less restrictive.

31.5 All Directors shall be entitled at all times to participate in all Cornhole Canada Meetings.

32. DUTIES OF THE BOARD

32.1 The President shall preside at all Meetings. The President shall also be charged with the general management and supervision of the affairs and operations of Cornhole Canada. The President shall sign all Bylaws and Members certificates. The President shall be the primary signing Officer.

32.2 The Vice President shall communicate concerns and suggestions to the Board and Members and work with the Member Provincial/Territorial Boards to ensure their voices are heard. The Vice President shall preside over any planning sessions. The Vice President shall be the alternate signing authority for all Bylaws and Members certificates. The Vice President shall be the alternate signing Officer. The Vice President shall become President, should the President not be able to fulfill the roles of President.

32.3 For Treasurer duties please see Bylaw 40.

32.4 The Secretary enters or causes to be entered in the Cornhole Canada minute book and minutes of all proceedings at such Meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members and the Board. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to Cornhole Canada. The Secretary shall receive Member and League registration forms. The Secretary shall receive all fees for rulebooks, governance and suspensions from all Members. And if applicable, shall receive funds from sponsors.

32.5 Canadian Cornhole Leagues will oversee the Events Director position. They shall work together on all aspects of sanctioned tournaments. The Events Director shall be the main point of contact for Players and Teams attending the National Championships and all sanctioned events held by Cornhole Canada. The Events Director shall outsource hotel stays for the Board, Members, Leagues and Registrant Participants. The Events Director shall create all schedules and update master tournament binder. The Events

Director shall establish tournament sponsors. The Events Director shall coordinate merchandise sales. The Events Director shall oversee all volunteers.

33. BORROWING

33.1 With direction from the Treasurer the Board may, from time to time:

- borrow funds upon the credit of Cornhole Canada in such amounts and on such terms as may be deemed expedient;
- issue, reissue, sell, pledge or hypothecate debt obligations of Cornhole Canada;
- give a guarantee on behalf of Cornhole Canada to secure performance of an obligation of any individual;
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of Cornhole Canada, owned or subsequently acquired, to secure any obligation of Cornhole Canada.

33.2 The Board may, by Ordinary Resolution, delegate any or all of the powers referred to in Bylaw 33.1 to a Director, a committee of Directors, or such staff of Cornhole Canada as it deems appropriate.

34. REMUNERATION

34.1 Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A Director shall not be prohibited from receiving compensation for services provided to Cornhole Canada in another capacity.

SECTION G - OFFICERS

35. OFFICERS

35.1 The Officer of Cornhole Canada is the President, and any other individual holding an Officer position created under Bylaw 37.1.

36. PRESIDENT

36.1 The President shall be responsible for the general management of Cornhole Canada's day to day activities, subject to the oversight of the Board, and shall exercise such additional authority.

37. OTHER OFFICERS

37.1 The President, with the approval of the Board, may create additional Officer level positions to perform such duties and to have such powers as the Board.

38. OTHER POWERS AND DUTIES

38.1 In addition to the powers and duties specifically set forth in these Bylaws, each Officer shall have such powers and duties as the Board may from time to time designate.

39. SIGNING AUTHORITY

39.1 The President of Cornhole Canada shall be its primary signing Officer, and the Vice President shall be an alternate signing Officer.

SECTION H - FINANCIAL

40. TREASURER

40.1 The Treasurer shall be and is hereby authorized with the acceptance of Board, in the name of Cornhole Canada:

- to draw, accept, and make all or any bills of exchange, cheques and orders for the payment of money;
- to pay and receive all monies, and to give a quittance for the same, to borrow monies from a chartered bank selected by the Audit upon the credit of Cornhole Canada, in such amounts as may be deemed proper and by way of overdraft or otherwise;
- to grant securities by way of mortgage, hypothecation or pledge covering all or any of the property and assets of Cornhole Canada, as security for all or any money so borrowed and interest thereon and generally for and in the name and on behalf of Cornhole Canada;
- to transact with the bank any business that may be appropriate;
- to negotiate with, deposit with or transfer to the bank, all or any bills of exchange, cheques, or orders for the payment of money and other negotiable paper and for the said purpose to endorse the same or any of them on behalf of Cornhole Canada;
- to arrange, settle, balance and certify all books and accounts between Cornhole Canada and the bank;
- to receive all paid cheques and vouchers; and
- to negotiate disputed receivables and other negotiable instruments.

40.2 The Treasurer, with the prior approval of the Board, may delegate any of the duties described in Bylaw 40.1.

41. AUDITOR

41.1 The Members shall appoint an Auditor by Ordinary Resolution at each Annual General Meeting to audit the accounts of Cornhole Canada.

42. BUDGET AND FINANCIAL DOCUMENTS

42.1 The Board shall approve the budget for the upcoming fiscal year thirty (30) Days before the Annual General Meeting. Such budget shall be emailed to the Members by the Treasurer at that time.

42.2 Thirty (30) Days before the Annual General Meeting the Treasurer shall email the Members the financial statements for the immediately preceding

year, and such other documents that may be applicable. Members, by way of Ordinary Resolution at the Annual General Meeting, may approve those financial statements.

43. REVENUE

43.1 Cornhole Canada may derive its revenue from sources determined from time to time by the Board. The sources may include grants, annual team assessments for national competitions, gate receipts, performance bonds, appeals and protest fees, proceeds from sale of goods products and educational resources, marketing proceeds, sponsorship fees, and other sources to be stipulated from time to time by the Board. All revenue received by Cornhole Canada from any source, except as otherwise provided, shall be used for the expenses and objects of Cornhole Canada.

44. EXPENSES

44.1 Cornhole Canada bears responsibility for:

- the expenses stipulated in the budget;
- other expenses approved at the Annual General Meeting;
- all other expenses consistent with the objectives pursued by Cornhole Canada as approved by the Board from time to time within the scope of its authority.

45. FEES AND DUES

45.1 Fees and assessments may be rendered with respect to the membership in accordance with any resolution passed by the Board. Fees must be paid within thirty (30) Days after the Member receives notice from Cornhole Canada.

45.2 The fee for membership shall be established at the Annual General Meeting by the Canadian Cornhole Leagues. Fee changes will be in effect on September 1.

SECTION I - GENERAL

46. APPLICATION

- 46.1 The Articles, Bylaws, Regulations, Playing Rules and Policies of Cornhole Canada and the decisions of the Board shall apply to all Divisions and Categories of cornhole governed by Cornhole Canada unless they have been specifically exempted.
- 46.2 All provisions, paragraphs, sub-paragraphs, sections and terms of the By-Laws, Regulations, Playing Rules and Policies shall be deemed to be severable one from the other, and if any such provision, paragraph, sub-paragraph, section or term is ever found or declared by a competent authority to be void or invalid, it shall be stricken from the Articles, By-Laws, Regulations, Policies or Playing Rules, as the case may be, without affecting the validity of any other provision, paragraph, sub-paragraph, section or term.

47. INDEMNITY

- 47.1 Every Director or employee of Cornhole Canada shall be indemnified by Cornhole Canada against such claims and for such conduct as may be specified within Cornhole Canada's Directors and Officers insurance policy, as amended from time to time.

48. RIGHTS

- 48.1 Canadian Cornhole Leagues is the owner of all rights emanating from competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, incorporeal rights and intellectual property rights.

49. AMENDMENTS

- 49.1 Members and the Board may propose changes to the Articles, Bylaws, Regulations Playing Rules or Policies, which proposed changes will be considered at the next Annual Meeting. Proposed changes may include:
- the adoption of one or more new Articles, Bylaws, Regulations or Playing Rules;
 - the repeal or amendment of one or more existing Articles, Bylaws,

Regulations or Playing Rules.

- 49.2 Proposed changes to Articles, Bylaws, Regulations, Playing Rules or Policies may be considered at the Annual General Meeting provided the Board receives notice of change by email at least thirty (30) Days before the Annual General Meeting. The Secretary shall forward a copy of the proposed changes to the Members and the Board at least fifteen (15) Days before the Annual General Meeting.
- 49.3 Notwithstanding Bylaw 49.1, any proposed change to the Articles, By-Laws, Regulations, Playing Rules and Policies may be considered at a Special Meeting called for that purpose in accordance with Bylaw 18.
- 49.4 Except as specifically provided herein, adoption of any proposed change to the Articles, Bylaws, Regulations, Playing Rules or Policies shall require an Ordinary Resolution passed by the Members.
- 49.5 Notwithstanding any other provision in this Bylaw 49, the Board may make changes to the Articles, Bylaws, Regulations, Playing Rules and Policies by a seventy-five percent (75%) affirmative vote at any properly constituted Meeting of the Board and such changes shall come into effect as determined by the Board. Any such changes must be referred to the Members for approval, amendment or rejection at the next Members' Meeting.
- 49.6 Any decision made under this Bylaw to change a Bylaw, Regulation, Playing Rule or Policy shall take effect September 1, unless a time has been specified for the implementation of that change.
- 49.7 Any amendment to the Articles, Bylaws, Regulations, Playing Rules or Policies of Cornhole Canada shall automatically change the Bylaws, Regulations, Playing Rules and/or Policies of each Member in accordance therewith.
- 49.8 A copy of every change in the Articles, Bylaws, Regulations, Playing Rules and Policies shall be forwarded by the Secretary to each Member and Director within fifteen (15) Days of the change being adopted.
- 49.9 Any change in the Articles, Bylaws, Regulations, Playing Rules or Policies, which has been adopted in the manner herein set forth, shall not be negated by reason of any error or omission which may occur in the periodic printing of the Bylaws, Regulations, Playing Rules or Policies of Cornhole Canada.

50. UNFORESEEN CIRCUMSTANCES

50.1 The Board shall have the final decision on any matters not provided in these Bylaws.

51. ERROR IN NOTICE

51.1 The accidental omission to give notice of a Meeting of the Directors or Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

52. PROTECTION OF DIRECTORS AND OFFICERS

52.1 No Director or Officer of Cornhole Canada shall be liable for the acts, receipts, neglect or default of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to Cornhole Canada through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of Cornhole Canada, or for the insufficiency or deficiency of any security in or upon which any of the money of Cornhole Canada shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of Cornhole Canada shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto which shall happen in the execution of the duties of their office or in relation thereto unless in or as a result of action, suit or proceeding they are adjudged to be in breach of any duty or responsibility imposed upon them under the Canada Corporations Act or under any other statute.

53. EFFECTIVE DATE

53.1 These Bylaws were adopted at the first Board of Directors Meeting held on September 5, 2020 and came into effect on that day.