

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

2025 BOARD OF DIRECTORS

PRESIDENT

Sebastian Gianino
Ontario
sebastian@cornholecanda.ca

VICE PRESIDENT

VACANT

EVENTS DIRECTOR

Darren Bradley
darren@cornholecanada.ca

TREASURER

Jason Stich
Saskatchewan
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SECRETARY

VACANT

CORNHOLE CANADA
MEMBER PRESIDENTS

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

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

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

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

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

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

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

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

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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—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;
- 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: 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 at the Annual General Meeting of Cornhole Canada and by special resolution request by the president or any board member at requested board meeting.

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 at the Annual General Meeting of Cornhole Canada and by special resolution request by the president or any board member at requested board meeting.

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 Donnée selected by the Board Members by a Special Resolution. 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.

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 is 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 is 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 Cornhole Canada Meetings;

Director is an individual elected or appointed to serve on the Board pursuant to these Bylaws;

Division means the classes of play operated within Cornhole Canada. These are as follows: Men, Women, Mixed Adult, Youth Boys, Youth Girls, Mixed Youth, etc.;

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 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 (e.g., 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;

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 in doubles or teams competition;

Treasurer is in charge of all finances of Cornhole Canada; also a Member of the Board;

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 its Member Provinces/Territories is voluntary. Membership includes:

- acceptance of the final and binding authority of Cornhole Canada;
 - adherence to and observance of 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;
 - acknowledgment 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.
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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 Bylaws. 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
- 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) status where possible.

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-Profit 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, Regulations, Playing Rule changes and CNPS Points system including defining or changing tiers, ppr and or stats;
- may attend Congresses;
- participate in competitions and other organized events by Cornhole Canada and Canadian Cornhole Leagues;
- 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 Board 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, Playing Rules, Regulations,

Policies, and Board decisions of Cornhole Canada. 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 (2) 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 be 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 Bylaws, 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.

8.2 Members shall participate in the Cornhole Canada insurance program.

8.3 Members shall approve the insurance program yearly at the Annual General Meeting.

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 League’s 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 Bylaws, Regulations, Playing Rules, and Policies, or of any decision of the Board of Directors, 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;
- 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 that 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, Articles, Bylaws, 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 of fifty percent (50%) of current Members.

16.4 Members Meetings, may take place online or by conference call.

16.5 Delegates may attend a Members Meeting 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 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 Board 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 or online by conference call.

17.2 Each Member may send two (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 thirty (30) Days in advance of the Meeting.

17.4 Proxies are not allowed at the Annual General Meeting.

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

1. roll call of Members, Executives, and Directors;
2. if any, roll call of Delegates;
3. establishment of quorum;
4. approval of previous Annual General Meeting minutes and/or Special Meetings held during the year;
5. President's report;
6. Board report;
7. registration and finance reports;
8. review of fees and insurance;
9. approval of financial statements;

10. appointment of Auditor;
11. admissions, suspensions, and expulsions;
12. amendments to Bylaws, Regulations, and Playing Rules;
13. general or new business;
14. National Championships;
15. elections;
16. date and place of next Annual Meeting;
17. 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, up to four (4) total if they support Men, Women, Boys, and Girls divisions with at least twenty-five (25) Registered Participants in each.

20.2 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 the event of a tie, the Board votes shall be used to declare the winner. If still tied, the President's vote will be used.

20.3 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. Voting by proxy is prohibited in all circumstances.

20.4 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 specifically require a secret ballot.

20.5 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.

20.6 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 20.3.

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: President, Vice President, Treasurer, Secretary, and Events Director, or as may be changed from time to time.

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.

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 To qualify as 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;
- not have been declared incapable by a court in Canada or in another country.

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.

23.2 All nominations shall include a resume of the candidate's credentials, plus a written statement expressing willingness to serve. The President shall forward all nominations to the Members at least seven (7) Days prior to the AGM.

23.3 Nominations from the floor at the AGM are not permitted.

24. ELECTIONS

24.1 Elections shall be held at the AGM in an even-numbered year, to fill the positions of the elected Directors whose terms have expired, by secret written ballot.

24.2 Each Member in attendance shall receive one (1) ballot and cast votes in accordance with Bylaw 20. Any ballot containing votes for a number of nominees other than the number of available Directors' positions shall be voided. The available positions shall be filled by the nominees receiving the most votes.

24.3 If there is a tie for the final position(s), a new ballot includes only the tied nominees. This repeats until the tie is broken; in the event of a deadlock, the final position is filled by random draw.

24.4 Upon the completion of the elections, only the names of the elected Directors shall be announced. All election ballots will be destroyed immediately after.

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 Board Directors, by Special Resolution, may appoint a recommended candidate to serve as an appointed Director.

25.3 The term of an appointed Director commences on the date of appointment and ends immediately upon the close of the next AGM.

25.4 If elected at the AGM, 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. The term begins 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. They will not be eligible to stand for election to the Board for two (2) consecutive years thereafter.

27. BOARD VACANCIES

27.1 Any Board position is automatically vacated if a Director:

- resigns by delivering a written resignation;
- is found by a court to be of unsound mind;
- dies;
- 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 reasons for the proposed suspension, at least fifteen (15) Days prior to the Meeting. The Director shall have the opportunity to be heard at that Meeting. The decision of the Members is final.

29. FILLING A BOARD VACANCY

29.1 Where a vacancy occurs on the Board:

- if the vacant position was previously filled by an appointed Director, the remaining Directors may, by Special Resolution, fill the vacancy;
- if the vacant position was previously filled by an elected Director, the Board shall solicit nominations from the Members. The Members shall fill the vacancy at the next Members Meeting, using the election procedure in Bylaw 24.

29.2 Any individual elected or appointed under this Bylaw serves for the remainder of the unexpired term of the previous Director.

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 is fifty percent (50%) of the Directors.

30.4 Notice of the time and place is sent by the President to each Director by email, at least fifteen (15) Days before the Meeting, with an agenda.

30.5 Board Meetings may take place online by conference call.

30.6 Questions are decided by Ordinary Resolution of the Directors present; in the event of a tie, the President's vote counts as two (2). Proxies are not accepted.

30.7 Any Member or individual may attend any Board Meeting upon the invitation of the President.

30.8 The Secretary shall send the minutes after each Board Meeting to all Directors and each Member's office.

31. BOARD POWERS

31.1 The Board shall manage and supervise all affairs and activities of Cornhole Canada and may bind any contract it may lawfully enter into.

31.2 The Board shall govern the affairs of Cornhole Canada in accordance with the Articles, Bylaws, Regulations, Playing Rules, and Policies.

31.3 The Board may delegate any or all powers, duties, or authority to the President or any third party to assist in carrying out its responsibilities.

31.4 In addition to any other powers, the Board may:

- interpret, construe, define, and explain the Articles, Bylaws, Regulations, Playing Rules, and Policies;
- impose and enforce appropriate penalties;
- make decisions for the better governance and organization of cornhole;
- ensure that decisions of the Members are executed;
- review and make recommendations on all Proposals;
- initiate items for decision by the Members;
- adjudicate all disputes between Members;
- formulate and monitor implementation of Cornhole Canada's strategic plan;
- supervise the collection of monies and the expenditure of money;
- have immediate access (through an Auditor) to a Member's books, vouchers, receipts, and records;
- approve the budget;
- recommend the appointment of an independent Auditor;
- establish, operate, and manage any insurance plan;
- establish terms of reference for the Members, Board, Stakeholders;
- overrule any inconsistent decision by a Member.

32. DUTIES OF THE BOARD

32.1 President: presides over all Meetings, responsible for the general management of the organization, and is the primary signing Officer for Bylaws and official documents.

32.2 Vice President: communicates concerns and suggestions to the Board and Members, works with Member Boards, presides over planning sessions, is alternate signing authority, and becomes President if the President cannot serve.

32.3 Treasurer: see Bylaw 40 for duties.

32.4 Secretary: keeps meeting minutes, gives notices, is custodian of documents, receives membership forms and fees, etc.

32.5 Events Director: works with Canadian Cornhole Leagues, organizes National Championships and events, handles schedules, sponsors, volunteers, and logistical details.

33. BORROWING

33.1 With direction from the Treasurer, the Board may:

- borrow funds upon the credit of Cornhole Canada;
- issue, sell, or pledge debt obligations;
- give a guarantee on behalf of Cornhole Canada;
- mortgage or otherwise create a security interest in all or any property of Cornhole Canada.

33.2 The Board may delegate powers in Bylaw 33.1 to a Director or staff as deemed appropriate.

34. REMUNERATION

34.1 Directors serve without remuneration but may be reimbursed for reasonable expenses. A Director is not 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 Board's oversight, and exercises additional authority as determined by the Board.

37. OTHER OFFICERS

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

38. OTHER POWER AND DUTIES

38.1 In addition to powers and duties specifically set forth, each Officer has powers and duties that the Board designates from time to time.

39. SIGNING AUTHORITY

39.1 The President of Cornhole Canada is its primary signing Officer; the Vice President is the alternate signing Officer.

SECTION H — FINANCIAL

40. TREASURER

40.1 The Treasurer is authorized, with Board acceptance, 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;
- pay and receive all monies, borrow from a chartered bank;
- grant securities by way of mortgage, hypothecation, or pledge;
- deposit negotiable instruments and arrange, settle, balance, and certify books and accounts;
- negotiate disputed receivables, etc.

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

41. AUDITOR

41.1 The Members shall appoint an Auditor by Ordinary Resolution at each AGM 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 AGM. The Treasurer sends it to the Members.

42.2 Thirty (30) Days before the AGM, the Treasurer emails the Members the previous year's financial statements and other documents. Members may approve them by Ordinary Resolution at the AGM.

43. REVENUE

43.1 Cornhole Canada may derive revenue from sources determined by the Board, including grants, team assessments, gate receipts, sponsorship, marketing, etc. All revenue goes to Cornhole Canada's expenses and objects.

44. EXPENSES

44.1 Cornhole Canada bears responsibility for:

- the expenses stipulated in the budget;
- other expenses approved at the AGM;
- all other expenses consistent with Cornhole Canada's objectives as approved by the Board.

45. FEES AND DUES

45.1 Fees and assessments may be rendered with respect to membership. Fees must be paid within thirty (30) Days of notice.

45.2 Membership fees are established at the AGM by Canadian Cornhole Leagues.

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 of these Bylaws, Regulations, Playing Rules, and Policies are deemed severable. If any provision is found invalid, it shall be stricken without affecting the validity of the rest.

47. INDEMNITY

47.1 Every Director or employee of Cornhole Canada shall be indemnified by Cornhole Canada as per its Directors and Officers insurance policy.

48. RIGHTS

48.1 Canadian Cornhole Leagues is the owner of all rights emanating from competitions and other events under its jurisdiction, including financial, audio-visual, marketing, intellectual property, etc.

49. AMENDMENTS

49.1 Members and the Board may propose changes to the Articles, Bylaws, Regulations, Playing Rules, or Policies for consideration at the next AGM.

49.2 Proposed changes must be received by the Board at least thirty (30) Days before the AGM, and circulated to Members at least fifteen (15) Days before.

49.3 Proposed changes may also be considered at a Special Meeting called for that purpose.

49.4 Adoption of changes requires an Ordinary Resolution, unless a Special Resolution is specifically required.

49.5 The Board may make interim changes with a seventy-five percent (75%) vote, but such changes must be referred to the Members for approval at the next Meeting.

49.6 Any decision to change a Bylaw, Regulation, Playing Rule, or Policy takes effect on September 1 or at a specified time.

49.7 Amendments shall automatically change the Members' respective Bylaws, Regulations, or Policies to remain consistent.

49.8 The Secretary shall forward changes to all Members within fifteen (15) Days.

49.9 Any error or omission in printing updated Bylaws, etc. does not negate the validity of changes.

50. UNFORESEEN CIRCUMSTANCES

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

51. ERRORS IN NOTICE

51.1 The accidental omission to give notice of a Meeting or an error in a notice not affecting its substance will not invalidate actions taken at the Meeting.

52. PROTECTION OF DIRECTORS AND OFFICERS

52.1 No Director or Officer shall be liable for acts, receipts, neglect, or defaults of any other Director or Officer or for any loss occasioned by an error in judgment or oversight unless they are adjudged to be in breach of duty under law.

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.

SECTION J — NATIONAL CHAMPIONSHIPS

54. EXCLUSIVE AUTHORITY OF THE CANADIAN CORNHOLE LEAGUES (CCL)

1. Exclusive, Perpetual Authority

Notwithstanding anything else contained in the Articles, Bylaws, Regulations, or Policies of Cornhole Canada, the Canadian Cornhole Leagues (“CCL”) shall have the sole, exclusive, and permanent authority to plan, organize, operate, and administer the National Cornhole Championships each Season.

2. No Membership Overturn

No vote, resolution, repeal, or amendment—whether by the Board of Directors or by the Member Provinces/Territories—shall have any force or effect to remove, restrict, or otherwise curtail CCL’s authority under this Section 54. Any provision adopted by Cornhole Canada or its Members that attempts to contravene this Section shall be null and void.

3. Entry Fees and Proceeds

CCL shall have the sole right to set and collect registration or entry fees for

the National Championships. CCL shall retain one hundred percent (100%) of all fees, revenue, and proceeds derived from the National Championships. Neither Cornhole Canada nor its Member Provinces/Territories shall be entitled to share in or receive any portion of these proceeds.

4. Event Logistics

CCL shall determine all aspects of the National Championships, including but not limited to dates, locations, competition formats, prize structures, and eligibility standards, provided such standards do not violate the general provisions regarding Player registration contained in these Bylaws or Cornhole Canada's Regulations.

5. Conflict

In the event of any conflict or inconsistency between this Section 54 and any other Bylaw, Regulation, or Policy of Cornhole Canada (whether now existing or hereafter adopted), the terms of this Section 54 shall prevail.

6. Voluntary Transfer or Sale

If at any time the ownership of CCL elects not to continue its role as National Championship operator, it may, at its discretion and for profit, assign or sell this exclusive right to another league or entity. In selecting a successor, CCL will consult in good faith with the Board of Directors and the Member Provinces/Territories of Cornhole Canada to identify a suitable organization. The proceeds of any such assignment or sale shall belong exclusively to CCL. Once the sale or assignment is finalized, the new operator shall automatically assume all rights and obligations under this Section 54.

END OF BYLAWS DOCUMENT

CORNHOLE CANADA