

## **BYLAWS**

### **Southern Ontario Secondary School Association Inc. (SOSSA)**

**Last Revised: June 2024**

#### **A R T I C L E 1 - GENERAL**

##### **Section 1 - Purpose**

These Bylaws relate to the general conduct of the affairs of the Southern Ontario Secondary School Association (SOSSA), a provincial corporation incorporated under the Act and hereinafter referred to as the Association in these Bylaws.

##### **Section 2 – Definitions**

The following terms have these meanings in these Bylaws:

- a. *Act* – the Ontario Not-for-Profit Corporations Act, 2010, as amended.
- b. *Association* – the Southern Ontario Secondary School Association (SOSSA).
- c. *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.
- d. *Board* – the Board of Directors of the Association.
- e. *Days* – days including weekends and holidays.
- f. *Delegate(s)* – individual(s) appointed to represent a Member School at a meeting of Members and vote on behalf of that Member School.
- g. *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h. *Extraordinary Resolution* - a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- i. *Member* – A Secondary School which meets the requirements of membership as stated in these Bylaws.
- j. *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- k. *OFSSAA* – the Ontario Federation of School Athletic Associations.
- l. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- m. *Playing Regulations* – sport specific rules of play at the various competitions and activities sanctioned by the Association.
- n. *Regulations* – the governing rules and playing regulations of the Association as it relates to sport competitions and activities between Members.
- o. *Secondary School* – any Collegiate Institute, High School or equivalent, Independent School, and Vocational School for secondary students.
- p. *Special Resolution* – a resolution that is submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association.
- q. *Zones* – areas within the membership territory consisting of school boards and athletic associations/councils.

##### **Section 3 – Registered Office**

The registered office of the Association will be located within the Province of Ontario.

## SOSSA – Governance: Bylaws

### **Section 4 – No Gain for Members**

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

### **Section 5 – Ruling on Bylaws**

Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Association.

### **Section 6 – Conduct of Meetings**

The current edition of Robert's Rules of Order is the parliamentary authority of the Association and shall govern it except where inconsistent with governing legislation, the corporate charter, the Bylaws, or any special rules of order adopted by the Association.

### **Section 7 – Interpretation**

Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

### **Section 8 – Affiliations**

The Association is a recognized member of OFSAA. Secondary Schools within Southern Ontario participate in activities that may be hosted by the Association, and by OFSAA.

## **A R T I C L E 2 - MEMBERSHIP**

### **Section 1 – Class of Membership**

The Association shall consist of secondary schools residing in the geographic area that is designated by OFSAA as SOSSA territory.

### **Section 2 – Zones**

For the purposes of Board representation and inter-Association sports and activities between SOSSA members, the SOSSA membership territory shall be divided into Zones as follows:

1. **Zone #1** – Secondary Schools within the Hamilton Public Board of Education (HWDSB) and/or that are members of the Hamilton Wentworth Interscholastic Athletic Council (HWIAC).
2. **Zone #2** - Secondary Schools within the Niagara Catholic District School Board (NCDSB) and/or that are members of the Niagara Catholic Athletic Association (NCAA).
3. **Zone #3** - Secondary Schools within the District School Board of Niagara (DSBN) and/or that are members of the Niagara Region High School Athletic Association (NRHSAA), who are designated by the Association as Zone 3.
4. **Zone #4** - Secondary Schools within the District School Board of Niagara (DSBN) and/or that are members of the Niagara Region High School Athletic Association (NRHSAA), who are designated by the Association as Zone 4.

## SOSSA – Governance: Bylaws

### **Section 3 – Admission and Renewal of Membership**

Any candidate will be admitted as a Member, or renewed as a Member if:

- a. They meet the definition of Member as defined in these Bylaws;
- b. The candidate has made an application for membership in a manner prescribed by the Association;
- c. The candidate is approved as a Member;
- d. The candidate has paid membership dues in the manner and time prescribed by the Association;
- e. The candidate agrees to uphold and comply with the Bylaws, Regulations, and policies of the Association; and
- f. The candidate meets any other conditions of membership as determined by the Board.

### **Section 4 – Membership Year and Dues**

Unless otherwise determined by the Board, the membership year of the Association will be July 1 to June 30.

Membership fees shall consist of a basic membership fee as well as a per capita fee for each Member School based on the October 31st total enrolment of the current school year. Changes to membership fees shall be determined annually by the Board of Directors and submitted to the Members for approval.

Membership dues must be paid/remitted by due dates established by the Association. Any Member in default may be considered to not be in good standing.

### **Section 5 – Transfer, Suspension, and Termination of Membership**

Membership in the Association is non-transferable.

In addition to the provisions in Section 6, membership in the Association may terminate immediately upon:

- a. The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- b. The Member fails to maintain any of the qualifications or conditions of membership described in these Bylaws;
- c. Resignation by the Member by giving written notice to the Association;
- d. Dissolution of the Association; or
- e. In accordance with these Bylaws.

A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association. Any fees, subscriptions or other monies owed to the Association by suspended or expelled Members will remain due.

### **Section 6 – Discipline of Members**

In addition to termination of membership for failure to pay membership dues, a Member, or a segment thereof, may be disciplined in accordance with the Association's policies and procedures relating to the discipline of Members or, upon fifteen (15) days written notice to a Member or segment thereof, the Board may pass a resolution authorizing disciplinary action, suspension, or the termination of membership for violating any provision of the articles or Bylaws. The notice shall set out the reasons for the disciplinary action, suspension, or termination of membership. The Member, or segment thereof, receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member, or segment thereof, before making a final decision regarding disciplinary action, suspension, or termination of membership.

### **Section 7 – Good Standing**

A Member will be in good standing provided that the Member:

- a. Has not ceased to be a Member;
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c. Has completed and remitted all documents as required by the Association;
- d. Has complied with the Bylaws, Regulations, policies, and rules of the Association;
- e. Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f. Has paid all required membership dues.

Members that cease to be in good standing, as determined by the Board or any appointed Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## **ARTICLE 3 – MEMBER MEETINGS**

### **Section 1 – Special Meetings**

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Member Conferences for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

### **Section 2 - Annual Meeting**

The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held in June each year. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements or auditor's report.

## SOSSA – Governance: Bylaws

### a. **Agenda**

The agenda of the Annual Meeting may include the following:

- Call to order
- Establishment of quorum
- Approval of minutes of the previous Annual Meeting
- Reports
- Presentation of audited financial statements
- Appointment of auditor or waiving of financial review
- Member fee adjustments (as required)
- Honorarium adjustments (as required)
- Election/Ratification of Board of Directors
- Business as specified in the meeting notice (Order Paper)
- Adjournment

### b. **Attendees**

The only persons entitled to attend a meeting of the Members (Annual or Special) are the Member Schools, the Board, the SOSSA Executive Director (non-voting), the auditors of the Association (non-voting) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Board.

Member Schools are permitted to send up to three (3) representatives to a meeting of Members and they must clearly designate one (1) individual to serve as their voting Delegate at the meeting. School representatives who are not the voting Delegate are non-speaking observers unless otherwise authorized by the Chair.

### c. **Meetings by Electronic Means**

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

### d. **Notice**

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing no fewer than ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

### e. **Waiver of Notice**

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.

### f. **Error or Omission in Giving Notice**

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

## SOSSA – Governance: Bylaws

### g. **New Business**

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's Proposal, has been submitted to the Association no less than thirty (30) days prior to the meeting, and in accordance with procedures as approved by the Board. This includes proposed amendments to the Bylaws, the Regulations, or the Playing Regulations of the Association.

For Member Proposals, only those individuals with voting rights shall speak in debate to such proposals, unless otherwise permitted by the meeting Chair.

Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all motions/resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling the meeting.

### h. **Quorum**

Quorum for any Meeting of Members shall consist of a majority of the total number of Member Schools.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### i. **Scrutineers**

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

### j. **Chair of Meetings of Members**

The President of the Association will be the Chair of all meetings of Members unless another individual is designated by the Board or the Chair.

### k. **Voting at Meetings of Members**

Members will have the following voting rights at all Member meetings:

- i. Each Member School will have one (1) vote which shall be cast by their designated voting Delegate, as follows:
  - a. All Delegates must be a current teacher who is considered in good standing with the Ontario College of Teachers;
  - b. Delegates must be confirmed with the Association prior to the start of the Annual Meeting.
- ii. Any Director of the Association is permitted to act as the designated voting Delegate for their school.
- iii. No voting Delegate shall have more than one vote.
- iv. No proxy votes will be permitted.
- v. For the **Bylaws** of the Association an Ordinary Resolution (a majority of votes cast) will decide each issue/motion/resolution. This includes proposed amendments to the Bylaws that are **not** considered Fundamental Changes as per Article 10 (which require a Special Resolution - 2/3 majority of votes cast) or are not otherwise provided in these Bylaws, or the Act.
- vi. For the **Regulations** or **Playing Regulations** of the Association a 2/3 majority of votes cast will decide each proposed amendment.
- vii. Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot.
- viii. In the case of a tie vote, the matter is defeated.

## SOSSA – Governance: Bylaws

### I. **Electronic Voting**

A Member may vote by mail, or by telephonic or electronic means if:

- i. The votes may be verified as having been made by the Member entitled to vote; and
- ii. The Association is not able to identify how each Member voted where a secret ballot is required.

### m. **Written Resolution**

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

## **A R T I C L E 4 – GOVERNANCE – THE BOARD**

### **Section 1 – Board of Directors**

The Board of Directors of the Association (Board) is responsible for the overall governance of the Association and is empowered to transact Association business between meetings of the Members. The duties and powers of the Board are outlined within this Article.

### **Section 2 – Composition of the Board**

The Board will consist of 9 Directors as follows:

- Four (4) Zone Directors with one from each Zone
- Three (3) Principal Representative Directors with one from each of Zone 1 and Zone 2 and one who represents both Zone 3 and Zone 4
- Two (2) OFSAA Representative Directors, one of whom identifies as male (or non-gender) and one of whom identifies as female (or non-gender)

### **Section 3 – Eligibility of Directors**

To be eligible for election/ratification as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c. Have the power under law to contract;
- d. Have not been declared incapable by a court in Canada or in another country;
- e. Not have the status of bankrupt; and
- f. Each Director must be a current member of a teaching staff or school administration from among its Member Schools.

### **Section 4 – Nomination of Directors**

Nominations will take place as follows:

- a. Nominations Committee - The Nominations Committee will consist of the Association's Executive Director and at least one other individual, as determined by the Board. The Nominations Committee will be responsible to solicit and receive nominations for the election/ratification of the Directors as follows:
  - i. The Committee shall solicit nominations for the available Director positions and present a list of candidates for the position(s) to the Members for their consideration.
  - ii. Members in each Zone will be responsible for nominating candidates for their respective Zones and shall not nominate candidates for other Zone Directors or other Principal Representative Directors.

## SOSSA – Governance: Bylaws

- iii. Any Member may nominate candidates for the positions of OFSAA Representative Director.
- b. Nomination - Any nomination of an individual for election/ratification as a Director will:
  - i. Include the written consent of the nominee by signed or electronic signature; and
  - ii. Comply with the procedures established by the Nominations Committee.
- c. Circulation of Nominations - The Committee shall present the list of candidates to the Annual Meeting for election and/or ratification a minimum of seven (7) days prior to the Annual Meeting.
- d. Nominations from the Floor – nominations from the floor are permitted.

### Section 5 – Election/Ratification of Directors

The election/ratification of directors will take place at each Annual Meeting of Members, and will take place as follows:

- a. Decision – Elections/ratifications will be decided as follows:
  - i. One Valid Nomination per position – The nominee is ratified/elected by Ordinary Resolution (a majority of votes cast) and may be offered to the Members via an election slate.
  - ii. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, the winner(s) will be declared by Ordinary Resolution of the Board.

### Section 6 – Terms of Directors

All elected/ratified Directors shall commence their terms effective immediately following their election/ratification. Directors will serve the following terms and will hold office until the terms of their duly elected successors commence in accordance with these Bylaws, unless they resign, or unless they are removed from or vacate their office:

- a. Principal Representative Directors shall serve a term of one (1) year.
- b. The remaining Directors shall each serve terms of three (3) years.
- c. There shall be no maximum number of terms that can be served by any Director.

### Section 7 – Director Consent

An individual who is elected/ratified or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election/ratification or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

### Section 8 – Resignation and Removal of Directors

- a. Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary



## SOSSA – Governance: Bylaws

investigation or action.

- b. Vacate Office - The office of any Director will be vacated automatically if:
  - i. The Director resigns;
  - ii. The Director is found to be incapable of managing property by a court or under Ontario law;
  - iii. The Director is found by a court to be of unsound mind;
  - iv. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
  - v. The Director dies.
- c. Removal – A Director may be removed by Ordinary Resolution (a majority of votes cast) of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### Section 9 – Filling a Vacancy on the Board

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy as follows:

- a. OFSA Representative Director - for the remainder of the term.
- b. Zone Director - the Board will prompt the Zone to nominate another individual to complete the term.
- c. Principal Representative Director - the Board will prompt the Zone to nominate another individual to complete the term.

### Section 10 – Meetings of the Board

The Board shall meet at least three (3) times in each school year including at least once in each Fall and Winter season. Meetings will be held at any time and place as determined by the President or as delegated to the Executive Director. Other meetings of the Board may be called by written requisition of a majority of Directors. Meetings will be conducted as follows:

- a. Notice - Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- b. Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.
- c. Voting - Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the matter is defeated.
- d. No Alternate Directors - No person shall act for an absent Director at a meeting of Directors.
- e. Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- f. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- g. Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by other electronic means or technology. Directors who participate in a meeting by telephonic or electronic technology are considered to have attended the meeting.

### Section 11 – Duties of the Board

Every Director will:

- a. Act honestly and in good faith with a view to the best interests of the Association; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in

SOSSA – Governance: Bylaws  
comparable circumstances.

The two (2) OFSAA Representative Directors have unique responsibilities which shall be shared between the two individuals as follows:

- a. One Director shall be responsible for organizing and chairing the SOSSA Transfer Committee meetings throughout the school year;
- b. The other Director shall be responsible for school second entry forms, OFSAA 2nd entries and OFSAA association sport commitment forms;
- c. Each Director will serve as either the Association's Representatives for OFSAA's Committee for Boys' Activities (CBA) or for OFSAA's Committee for Girls' Activities (CGA); and
- d. Both Directors will attend OFSAA member meetings and be available as a communication conduit with OFSAA, the SOSSA Executive Director and SOSSA Member Schools.

The two (2) OFSAA Representative Directors will receive an annual honorarium as determined by the Members.

### **Section 12 – Powers of the Board**

Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions. The Board is empowered, including but not limited to:

- a. Make organizational policies and procedures or manage the affairs of the Association in accordance with the Act and these Bylaws;
- b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage such persons as it deems necessary to carry out the work of the Association;
- e. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f. Provide leadership and direction for the hosting of the Association's competitions and activities;
- g. Approve annual budgets and make expenditures for the purpose of managing the Association and furthering the purposes of the Association;
- h. Borrow money upon the credit of the Association as it deems necessary in accordance with these Bylaws; and
- i. Perform any other duties from time to time as may be in the best interests of the Association.

## **ARTICLE 5 – OFFICERS**

### **Section 1 – Officer Positions and Terms**

The Officers of the Association will be comprised of the President, Vice President, the Treasurer, and the Executive Director (non-voting). Officers will serve one (1) year terms. The Officers will report to the Board.

### **Section 2 – Election/Appointment of Officers**

The Executive Director is appointed by the Board as required and confirmed with the members on an annual basis. At the first Board Meeting following the Annual Meeting, the remaining Officers for the upcoming year will be elected or appointed as follows:

- a. The President and Vice President will be elected/appointed from among the four (4) Zone Representative Directors. The same individual may serve in each role for consecutive years.

## SOSSA – Governance: Bylaws

- b. The Treasurer will be elected/appointed from among either the four (4) Zone Representative Directors or the three (3) Principal Presentative Directors. The same individual may serve in each role for consecutive years.
- c. Where there are any discrepancies or uncertainties in positions the Board shall decide and elect or appoint the positions accordingly.

### **Section 3 – Officer Duties**

The Officers will address operational issues and day-to-day business issues that may arise between meetings of the Board. The primary duties of the Officers are as follows:

- a. The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Association and at meetings of the Board unless otherwise designated, will coordinate performance reviews of the Executive Director, will serve as SOSSA Representative on the OFSAA President’s Council, will assume or assign the responsibilities of the Executive Director in their absence, and will perform such other duties as may from time to time be established by the Board.
- b. The Vice President will support and assist the President in all duties, in the absence or disability of the President they will have the authority of and perform the duties of the President, they will advise on academic issues and appeal decisions, and they will perform such other duties as may from time to time be established or delegated by the Board.
- c. The Treasurer will provide oversight of the Association’s financial systems, will assist the Executive Director in preparing the annual financial statements, and they will perform such other duties as may from time to time be established or delegated by the Board.
- d. The Executive Director will oversee the general affairs, fiscal management, and operations of the Association, as determined by the Board of Directors and as outlined in policy. They shall serve as Meeting Secretary for all Officer Meetings and at Board Meetings as required. They shall chair any Committee as outlined in the Regulations. The Executive Director shall be provided with an annual honorarium as determined by the Members.

### **Section 4 – Meetings**

Meetings of the Officers shall take place between meetings of the Board on an “as needed” basis, at the call of the Executive Director and/or President. A quorum for the meetings of Officers is three (3) Officers. The Executive Director is a non-voting participant.

## **ARTICLE 6 - COMMITTEES**

### **Section 1 – Standing Committees**

There shall be the following Standing Committees:

- a. The Nominations Committee as defined in these Bylaws.
- b. The Appeals & Protests Committee as defined in the Regulations of the Association.
- c. The Transfers Committee as defined in the Regulations of the Association.

### **Section 2 – Ad Hoc Committees**

The Board may appoint such Ad Hoc committees as it deems necessary for managing the affairs of the Association or examining specific issues, and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

Membership on any of these committees shall recognize the concepts of gender and conference equity.

### **Section 3 – Vacancy**

When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

### **Section 4 – President and Executive Director Ex-officio**

The President and Executive Director may serve as ex-officio non-voting members of all committees of the Association.

### **Section 5 – Removal**

The Board may remove any member of any committee.

### **Section 6 – Debts**

No committee will have the authority to incur debts in the name of the Association.

## **ARTICLE 7 – FINANCE AND MANAGEMENT**

### **Section 1 – Fiscal Year**

Unless otherwise determined by the Board, the fiscal year of the Association will be July 1 to June 30.

### **Section 2 – Bank**

The banking business of the Association will be conducted at such financial institution as the Board may determine.

### **Section 3 - Auditors**

At each Annual Meeting, the Members may appoint an auditor to audit or conduct a review engagement of, the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the Public Accounting Act, 2004, as amended. Alternatively, when the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor and waive either an audit or a review engagement.

### **Section 4 - Annual Financial Statements**

The Executive Director shall annually present financial statements for the Association's past fiscal year to the Board in advance of the Annual Meeting. The Board may request at its discretion that the financials statement be certified by an accountant. Upon its satisfaction the Board will then approve the financial statements and present the approved financial statements before the Members at every Annual Meeting. A copy of the approved financial statements will be provided to any Member requesting a copy of the financial statements. The financial statements will include:

- a. The financial statements;
- b. The auditor's report (if any); and
- c. Any further information respecting the financial position of the Association.

### **Section 5 - Books and Records**

The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a. The Association's articles and Bylaws;
- b. The minutes of meetings of the Members and of any committee of Members;
- c. The resolutions of the Members and of any committee of Members;
- d. The minutes of meetings of the Directors or any committee of Directors;
- e. The resolutions of the Directors and of any committee of Directors;
- f. A register of Directors;
- g. A register of Officers;
- h. A register of Members; and
- i. Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

## SOSSA – Governance: Bylaws

### **Section 6 - Signing Authority**

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Association will be executed by two (2) of the Officers. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

All regular disbursements shall be executed by either the Executive Director or an approved signing officer. Both receipts and expenditures shall be recorded in a ledger.

### **Section 7 - Property**

The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

### **Section 8 - Borrowing**

The Board may from time to time:

- a. Borrow money on the credit of the Association;
- b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes, or other like liabilities (whether secured or unsecured) of the Association;
- c. Give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- d. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Association.

Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual Meeting.

### **Section 9 - Remuneration**

No Remuneration - All Directors, Officers, and members of committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for the Executive Director honorarium and any reimbursement of expenses as determined by the Association. This section does not preclude a Director, Officer, or member of a committee from providing goods or services to the Association under contract or for purchase. Any Director, Officer, or member of a committee will disclose the conflict/potential conflict in accordance with these Bylaws.

### **Section 10 - Conflict of Interest**

A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE 8 – INDEMNIFICATION**

### **Section 1 - Will Indemnify**

The Association will indemnify and hold harmless out of the funds of the Association each Director, Officer, member of a committee, and any individual who acts at the Association's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer, member of a committee, or and any individual who acts at the Association's request in a similar capacity.

### **Section 2 - Will Not Indemnify**

The Association will not indemnify a Director, Officer, member of a Committee, or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Association will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Association; and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### **Section 3 - Insurance**

The Association will, at all times, maintain in force such Directors and Officers liability insurance and General Liability insurance.

## **ARTICLE 9 – BYLAW AMENDMENTS**

### **Section 1 – Voting on Bylaw Amendments**

Subject to Article 10 (when applicable), these Bylaws may only be amended, revised, repealed or added to by:

- a. Ordinary Resolution of the Board. The new, amended, or revised Bylaw is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the voting Members ceases to have effect and no new Bylaw of the same or like substance has any effect until ratified at a meeting of the Members; or
- b. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law. The new, amended, or repealed Bylaw will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution.

### **Section 2 – Bylaw Amendment Submission**

Proposed amendments for the Annual Meeting must be submitted to the Board of Directors or Executive Director no less than thirty (30) days prior to the Annual Meeting.

### **Section 3 - Effective Date**

Bylaw amendments are effective immediately unless stated otherwise.

## **ARTICLE 10 – FUNDAMENTAL CHANGES**

### **Section 1 – Fundamental Changes**

Under the jurisdiction of the Act, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the Bylaws or articles of the Association. Fundamental Changes are defined as follows:

- a. Change the Association's name;
- b. Add, change, or remove any restriction on the activities that the Association may carry on;
- c. Create a new category of Members;
- d. Change a condition required for being a Member;
- e. Change the designation of any category of Members or add, change, or remove any rights and conditions of any such category;
- f. Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g. Add, change, or remove a provision respecting the transfer of a membership;
- h. Increase or decrease the number of, or the minimum or maximum number of Directors;
- i. Change the purposes of the Association;
- j. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l. Change the method of voting by Members not in attendance at a meeting of the Members; or
- m. Add, change, or remove any other provision that is permitted by the Act.



## **A R T I C L E 11 – NOTICE**

### **Section 1 - Written Notice**

In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

### **Section 2 - Date of Notice**

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

### **Section 3 - Error in Notice**

The accidental omission to give notice of a meeting of the Board or of the 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.

## **A R T I C L E 12 – DISSOLUTION**

### **Section 1 - Dissolution**

The Association may be dissolved in accordance with the Act and all its remaining assets will be distributed to a not-for-profit organization providing similar services to the Association.

## **A R T I C L E 13 – ADOPTION OF THESE BYLAWS**

### **Section 1 - Ratification**

These Bylaws were ratified by the voting Members of the Association at a meeting of Members duly called and held on June ~~XXX~~, 2024.

### **Section 2 - Repeal of Prior Bylaws**

In ratifying these Bylaws, the voting Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.