

ARCHERS & BOWHUNTERS ASSOCIATION OF MANITOBA - CONSTITUTION

The legal name of the organization is the Archers and Bowhunters Association of Manitoba Inc. (A.B.A.M.) The organization's operating name is Archery Manitoba.

The purposes of Archery Manitoba are:

- to perpetuate, foster, and direct the practice of archery in Manitoba in all its forms, in accordance with good sportsmanship
- to seek support from and work cooperatively with organizations, agencies, groups and individuals having aims or objectives which are consistent with those of the Archery Manitoba
- to develop athletes, coaches and officials to represent Manitoba at regional, national and international competitions;
- to affiliate with and represent Manitoba to the national sport governing body, Archery Canada
- To uphold and administer within Manitoba the directives of Archery Canada and the directives of World Archery and any other international sport governing bodies with which Archery Canada is affiliated;
- To act as the sole authority governing the sport of archery in Manitoba by making, maintaining, and enforcing rules consistent with the rules of Archery Canada, World Archery and any other international sport governing bodies with which Archery Canada is affiliated; and
- To raise, use, invest and reinvest funds to support these purposes.

The activities of Archery Manitoba shall be carried out without purpose of gain for its members, and any profits earned by Archery Manitoba shall be used for promoting its purposes.

The Board may make such by-laws as are consistent with this constitution and that the Board deems necessary for conducting the business of Archery Manitoba

Upon dissolution of Archery Manitoba, the assets which remain after satisfying all debts and liabilities shall be distributed to a not for profit organization or organizations having purposes similar to those of the Archery Manitoba, as determined by Archery Manitoba prior to dissolution.

By-laws of The Archers and Bowhunters Association of Manitoba

ARTICLE 1 GENERAL

Purpose - These Bylaws relate to the general conduct of the affairs of the Archery Manitoba, a non-profit organization incorporated under the Manitoba Corporations Act and referred to as the “Archery Manitoba” in these Bylaws.

Definitions -- The following terms have these meanings in these Bylaws:

Act - the Manitoba Corporations Act

Ad-hoc Committee - any committee, other than a Standing Committee, established by the Board to perform a certain task.

Auditor - an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of Archery Manitoba for a report to the Members at the next

Annual General Meeting. The Auditor shall not be an Employee or a Director of Archery Manitoba.

Board - the Board of Directors of Archery Manitoba.

Constitution - the Constitution of Archery Manitoba, as filed with the Registrar and comprising a statement of Archery Manitoba’s purposes.

Director - an individual Member elected or appointed to serve on the Board pursuant to these Bylaws.

Member - shall include all categories of membership pursuant to these Bylaws.

Member in Good Standing - a member of Archery Manitoba who has paid their dues, has not ceased to be a Member, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of Archery Manitoba.

Officer - an individual elected or appointed to serve as an Officer of Archery Manitoba pursuant to these Bylaws.

Ordinary Resolution - a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given. Registrar - the Manitoba Registrar of Companies, or any successor or replacement agency

Special Resolution - a resolution passed by not less than three-quarters of the votes cast at a General Meeting of Members for which proper notice has been given.

Standing Committee - the Executive Committee, and any other Standing Committee that may be established by the Board.

Standing Committee Chair - an individual appointed to serve as the Chair of a Standing Committee and therefore become a Director of Archery Manitoba pursuant to these Bylaws.

Interpretation -- Words stating the singular shall include the plural and vice-versa.

Ruling on Bylaws -- Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws which is contradictory, ambiguous or unclear.

ARTICLE 2 MEMBERSHIP

Categories of Membership

The Archery Manitoba has Individual and Club categories of membership:

Individual Membership

The classes of individual membership are as follows:

- Competitive Adult Member, open to anyone who has passed their eighteenth birthday as of the first day of January of the year in which the application has been made. Competitive members are eligible to compete in all Archery Manitoba and Archery Canada Registered Competitions.
- Competitive Youth Member , open to anyone who has not passed their eighteenth birthday as of the first day of January of the year the application was made. Competitive members are eligible to compete in all Archery Manitoba and Archery Canada Registered Competitions.
- Club Member - Open to anyone of any age participating in club, club event or lessons sport initiation programs. Club members are eligible to compete in all Archery Manitoba Events. Club Members are ineligible to participate in Archery Canada Registered Competitions.
- Coach/Judge Member - Open to trained or certified coaches and officials. Coach/Judge Members are ineligible to compete (as athletes) in Archery Canada Registered Competitions.
- honorary life membership with exemption from regular fees and dues, for exceptional merit and service

Club Membership

The Board may grant Club membership to any club or association in the province that makes application and meets the qualifications below.

Archery Canada

All members of the Archery Manitoba are registrants of Archery Canada

Qualifications for Membership

An individual who supports the purposes of Archery Manitoba is eligible to be a Member.

Admission of Members

An individual, club, or organization or group shall be admitted as a Member:

- once they have made written application to the Board in the form prescribed by the Board;
- they have been approved as a Member by the Board;
- they have paid membership dues as determined by the Board;

In addition:

- in the case of honorary life members, upon a resolution for that purpose duly made by the Board; or passed by a majority vote of the voting membership at the annual general meeting of Archery Manitoba
- in the case of Officers, upon election or appointment as an Officer in accordance with these Bylaws;
- in the case of clubs, providing the club has a constitution and a slate of officers and all members of the club or association are members of Archery Manitoba.

Voting Rights of Members

Individual Members over the age of 18 shall have the one vote at all Meetings of Members:

Each member Club or association may appoint one Director to the Board of Directors.

Membership Dues

Year - Unless otherwise determined by the Board, the membership year of Archery Manitoba shall be January 1 to December 31

Dues -- Membership dues for each category of individual membership shall be determined by Ordinary Resolution at the Annual General Meeting. Dues once set shall remain in effect unless changed, and if changed, the new dues will be effective commencing the next membership year.

Deadline -- The Board shall determine the deadline date by which all membership dues, where levied, must be paid. Membership fees may be paid directly to Archery Manitoba, or may be paid to a member club, in which case the club must forward the fees prior to the specified deadline, and prior to individual memberships being recognized.

Withdrawal, Suspension and Termination of Membership

Resignation -- A Member may resign from Archery Manitoba by giving written notice to the Board, except as stated in Clause *May Not Resign*.

May Not Resign -- A Member may not resign from Archery Manitoba when the Member is subject to a disciplinary investigation or action of the Archery Manitoba.

Arrears -- A Member may be suspended from Archery Manitoba for failing to pay membership dues, where levied, by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 90 days, the Member may be expelled from the Archery Manitoba.

Discipline -- In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from Archery Manitoba in accordance with the Archery Manitoba's policies and procedures relating to discipline of Members.

Club Ceases to Be a Member -- Any club shall cease to be a member if it does not comply with the qualifications for membership (above) on an ongoing basis.

ARTICLE 3 GOVERNANCEComposition of the Board

Directors -- The Board of Directors shall consist of the Officers and Directors.

Powers of the Board

Powers of Archery Manitoba -- Except as otherwise provided in the Act, the Constitution or these Bylaws, the Board has the powers of Archery Manitoba and may delegate any of its powers, duties, and functions.

Managing the Affairs of Archery Manitoba -- The Board may make policies and procedures for managing the affairs of Archery Manitoba in accordance with the Act, the Constitution, and these Bylaws.

Discipline --The Board may make policies and procedures relating to discipline of Members and shall have the authority to discipline Members in accordance with such policies and procedures.

Dispute Resolution -- The Board may make policies and procedures relating to management of disputes. within Archery Manitoba and all disputes shall be dealt with in accordance with such policies and procedures.

Employment of Individuals -- The Board may employ such individuals as it deems necessary to carry out the work of Archery Manitoba.

Election and Appointment of Directors

- Member clubs shall appoint a representative, who shall serve as a Director for as long as they are the representative of the club and a Member of Archery Manitoba. Clubs may also appoint an alternate to represent the club in the absence of the representative. Archery Manitoba must receive a written copy of the Minutes of the club meeting appointing the representative and any alternates.
- Standing Committee Chairs shall be nominated by the President and assume their roles in an "acting" capacity until their appointment is ratified by the Directors. Once ratified, a Standing Committee Chair becomes a Director. Standing Committee Chairs will retain their positions until they resign or until a replacement is approved by the Directors.

Resignation and Removal of Directors

Resignation -- A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board. A replacement Director will be chosen according to the rules governing club representatives, Standing Committee Chairs, or athlete's representatives respectively, as soon as is practical.

Removal from Office -- A Director may be replaced at any time when a replacement Director is named in writing by the Executive of a Member club in good standing; or when the Directors vote to accept the President's nomination of a replacement Standing Committee Chair, or when the athletes in accordance with the policies outlined by the Directors vote to replace their representatives.

Meetings of the Board

Number of Meetings -- The Board shall hold at least one meeting per year.

Call of Meeting -- The meetings of the Board shall be at the call of the President, or at the call of the Executive Director if 25 percent of Directors make a written request to the Executive Director to call a meeting.

Notice -- Written notice of Board Meetings shall be given to all Directors at least 7 days prior to the date of the meeting.

Quorum -- A quorum shall be 33 percent of Directors, provided that such quorum shall include at least three Officers.

President -- if the President is absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting.

Voting - Unless specified other-wise, questions shall be decided by majority vote, where the President carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Directors approve a secret ballot. No Director may have more than one vote by virtue of being named by more than one constituency as a Director.

Telephone & Online Meetings -- Meeting of the Board may be held by telephone conference call or online. Where any Director or alternate is unable to attend a meeting, that person may participate in the meeting by means of telephone. Persons who participate in a meeting by conference call or telephone are considered to have attended the meeting.

Officers

The Officers of Archery Manitoba are the President, Vice President Target Archery, Vice President Athlete Development, Vice President 3D Archery, Vice President Coaches & Officials, the Secretary, and the Treasurer. These Officers will be known collectively as the Executive Committee. (Executive)

Powers -- The Executive Committee shall have the authority to direct the affairs of the Association, oversee the implementation of Board policies during intervals between meetings of the Board, and shall perform other duties as may from time to time be prescribed by the Board.

Election of Officers -- Officers shall be elected by the Members at the Annual General Meeting, with the nominee for each position receiving the largest number of votes being elected. In the event of a tie vote, there shall be a second ballot to resolve the tie and if after a second ballot a tie remains, such a tie shall be resolved by drawing lots.

Eligibility of Officers – In order to be eligible for election as an officer, a candidate must:

- Be a paid member in good standing of Archery Manitoba.
- Be at least eighteen years of age, with power under law to contract.
- Consent to volunteer for the duration of the term in the executive committee position in which they are interested.
- Not have any known impediments which are likely to result in their removal during their term
- Be nominated by any two paid members no later than 20 days prior to annual general meeting and their nomination accompanied by a brief resume.
- Have no commercial conflict of interest within the sport of Archery. Although not exclusively a pre-requisite for eligibility, efforts should be made to have representation from all regions of the province.
- Attain the Respect in Sport for Activity Leaders Certification.

Length of Term - Each Officer shall be elected for a two-year term and no Officer shall serve more than three consecutive two-year terms in the same position. The Vice President 3D Archery, Vice President Athlete Development, the Vice President Coaches & Officials, and the Secretary shall be elected in even-numbered years and the President, Vice President Target Archery, and the Treasurer shall be elected in odd-numbered years.

Resignation -- An Officer may resign from the Executive at any time by presenting their notice of resignation to the Executive. This resignation shall become effective the date on which the request is accepted by the Executive.

Vacate Office -- The office of any Officer shall be vacated automatically if the Officer, without reasonable excuse, fails to attend three consecutive meetings of the Executive.

Vacancy -- Where the position of an Officer becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Officers term.

Removal -- An Officer may be removed by Special Resolution of the Members present at a General Meeting, provided the Officer has been given notice of and the opportunity to be present and to speak at such a Meeting.

Executive Director -- The Executive Director shall be present and participate in the discussion at Executive Committee meetings. However, the Executive Director shall not be elected or appointed to the Executive, nor may they cast a vote.

Past President – The most recent Past President shall be present and participate in the discussion at Executive Committee meetings. However, the Past President shall not be elected or appointed to the Executive, nor may they cast a vote.

Signing Authority -- The President, Treasurer or Executive Director shall be corporate signing officers of Archery Manitoba . Other corporate signing officers may be designated from time to time by the Directors.

Meetings of the Executive Committee (Executive)

- Number of Meetings -- The Executive shall hold at least six meetings per year.
- Call of Meeting -- The meetings of the Executive shall be at the call of the President, or at the call of the Executive Director if 50 percent or more Officers make a written request to the Executive Director to call a meeting.
- Notice -- Notice of Executive meetings shall be given to all Officers at least 7 days prior to the date of the meeting. Notice can be waived with the consent of all Officers.
- Quorum -- A quorum shall be 33 percent of Officers.
- Chair -- if the President is absent from the meeting, the Executive shall appoint from among its members, an Officer to preside over the meeting.
- Voting - Unless specified other-wise, questions shall be decided by majority vote, where the President carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Officers approve a secret ballot.

Responsibilities and Authority of the Officers

The President shall be responsible for the general supervision of the affairs and operations of Archery Manitoba, shall preside at the Meetings of Members of the Archery Manitoba and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;

The Vice-President Target Archery shall perform such duties as may from time to time be established by the Board;

The Vice-President Athlete Development shall perform such duties as may from time to time be established by the Board;

The Vice-President 3D Archery shall perform such duties as may from time to time be established by the Board;

The Vice-President Coaches & Officials shall perform such duties as may from time to time be established by the Board;

The Secretary shall cause to be kept proper minutes of the meetings of Members, the Board and the Executive Committee, other records of Archery Manitoba and shall perform such other duties as may from time to time be established by the Board;

The Treasurer shall cause to be kept all financial records as required by the Act and shall perform such other duties as may from time to time be established by the Board;

Committees

Standing Committees -- The Standing Committees of Archery Manitoba shall include the Executive Committee. The Board may establish other Standing Committees, appoint their members, prescribe their duties, and delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these Bylaws. The Executive Director shall be a non-voting member of all Standing Committees. Officers of Archery Manitoba may participate on more than one Standing Committee.

Ad-hoc Committees - The Board may establish Ad-hoc committees to perform certain tasks, appoint their members, assign staff persons as non-voting members, prescribe the duties of Ad-hoc Committees and delegate to any Ad-hoc Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution or these Bylaws. Such Ad-hoc committees shall be dissolved upon completing their tasks or upon being discharged by the Board.

Committee Members -- Except for the Executive Committee, any individual member may be appointed to any committee, and once appointed shall be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

Quorum - A quorum for any committee shall be the majority of its voting members.

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.

Removal --The Board may remove any member whom it has appointed to any committee.

Remuneration

All Directors, Officers and members of committees shall serve their term of office without remuneration except for reimbursement of reasonable expenses in accordance with policies approved by the Board.

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 Archery Manitoba shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Meetings of the Members

Types of Meetings -- General Meetings of Members shall include Annual General Meetings and Special General Meetings.

Notice -- Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting.

Participation/Holding by Electronic Means

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

Annual General Meeting -- Archery Manitoba shall hold an Annual General Meeting on such a date and at such time and place as may be determined by the Board, provided the Annual General Meeting shall be held not more than 15 months after the preceding Annual General Meeting.

The purposes of the annual general meeting are:

- To elect executive officers
- To provide information to the members of Archery Manitoba
- To receive and accept the financial statements of Archery Manitoba
- For the members present to consider any amendments to the constitution and By-laws.

Special General Meeting -- A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of 25 percent or more of the voting Members of Archery Manitoba. Notice of the meeting must be sent to all members at least 21 days in advance of the meeting.

Quorum - Quorum at a General Meeting shall be 12 Voting Members of which at least 7 must be members of the board of directors.

Business at Meetings -- Election of Officers and approval of financial statements may only be conducted at the Annual General Meeting, unless new Offices are approved at a Special General Meeting in which case the first person to hold that Office may be elected at that meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or Special General Meetings.

Proxy -- Voting by proxy shall not be permitted.

Voting -- Unless specified otherwise, questions shall be decided by Ordinary Resolution, where the Chair carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a majority of the Members approve a secret ballot.

ARTICLE 5 FINANCE AND MANAGEMENT

Fiscal Year -- Unless otherwise determined by the Board, the fiscal year of Archery Manitoba shall be April 1 to March 31.

Auditor -- At each Annual General Meeting the Members shall appoint an Auditor. The Auditor shall serve until replaced at another General Meeting.

Signing Authority -- All banking transactions and contracts shall require two signatures.

Property -- Archery Manitoba 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.

Borrowing -- Archery Manitoba may borrow funds upon such terms and conditions as the Board may determine, provided such borrowing is approved by a Special Resolution.

Books and Records -- Board shall ensure that all books and records of the Archery Manitoba required to be kept by the Act, this Bylaws or any other statute or law are regularly and properly kept.

ARTICLE 6 INDEMNIFICATION

Archery Manitoba shall indemnify and hold harmless out of the funds of the Archery Manitoba each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

Shall Not Indemnify -- Archery Manitoba shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

Insurance -- Archery Manitoba may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 7 NOTICE

Written Notice -- In these Bylaws, written notice shall mean notice which is hand-delivered, faxed, or provided by mail, email or courier to the address of record of Archery Manitoba, Director or Member, as the case may be.

Days -- In these Bylaws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

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

ARTICLE 8 AMENDMENT OF BYLAWS

Special Resolution -- This Bylaws may only be amended, revised, repealed or added to by a Special Resolution at a General Meeting.

Notice -- The 21 days written notice of the General Meeting of Archery Manitoba must include details of the proposed resolution to change the Bylaws.

Registration -- The amended Bylaws shall take effect only after acceptance by the Registrar.

ARTICLE 9 ADOPTION OF THESE BYLAWS

Ratification by Members -- These Bylaws are ratified by a Special Resolution of the Members on November 2, 2003.

Repeal of Prior Bylaws -- By ratifying these Bylaws, the Members of Archery Manitoba repeal all prior Bylaws of the Archery Manitoba provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.

Enactment of Bylaws -- These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar.