

TRIATHLON MANITOBA

CONSTITUTION & BYLAWS

September 17, 2018

CONSTITUTION

1. The name of the Association is Triathlon Manitoba.
2. Purpose – These bylaws relate to the general conduct of the affairs of Triathlon Manitoba, a not-for-profit Association incorporated under *The Corporations Act* of Manitoba.
3. Objectives – The objectives of the Association are to:
 - a. Function as the Provincial governing body for the sport of triathlon;
 - b. Promote, encourage, and develop the widest participation and the highest proficiency in Triathlon;
 - c. Encourage and assist in the arrangement of courses of instruction for athletes, coaches, officials, or other interested persons in matters concerning the sport;
 - d. Develop rules, regulations, and safety standards concerning the sport of Triathlon in Manitoba; and,
 - e. Within its means, to develop, select, support, and manage teams of Triathlon Manitoba triathletes to represent Manitoba in National and International competition.
4. Activities – The activities of Triathlon Manitoba shall be carried out without purpose of financial gain for its Members, and any profits earned by Triathlon Manitoba shall be used for promoting its objectives.
5. Head Office – The Head Office of Triathlon Manitoba shall be in the City of Winnipeg, Manitoba.

BYLAWS

ARTICLE 1 GENERAL

1.1 Definitions - In these Bylaws unless the context otherwise requires:

- a. Act – *The Corporations Act* of Manitoba from time in force and all amendments to it. The definitions in *The Corporations Act* on the date these Bylaws become effective apply to these Bylaws.
- b. Association – refers to Triathlon Manitoba
- c. Club – any sanctioned club within the Province of Manitoba, plus the sanctioned Kenora Club, consisting of at least six registered Members;
- d. Days – In these Bylaws, the number of days specified for giving notice shall mean total days, including weekends or holidays.
- e. Director – an individual elected or appointed to serve as a Director on the Board pursuant to these Bylaws.

- f. Member – shall include all categories of membership pursuant to these Bylaws.
- g. Notice – In these Bylaws, notice will mean notice which is hand-delivered, emailed, faxed, or clearly posted on the main page of the Association’s website.
- h. Officer – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- i. Triathlon – a continuous endurance event comprising of swimming, cycling, and running. For the purpose of these Bylaws, the definition will also refer to the other multi-sport activities of duathlon, winter triathlon, cross triathlon, aquathon, aquabike, and select other events comprising two or three distinct legs within a single race.

1.2 Interpretation – Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies.

1.3 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.

1.4 Conduct of Meetings – Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

ARTICLE 2 MEMBERSHIP

Categories of Membership

2.1 Categories – There shall be four (4) categories of membership in the Association:

- a. Full Member – any person who has applied for and been granted a membership with the Association;
- b. One day Member – any person who has applied for and been granted a one-day membership for participation in an event;
- c. Member Club – any Club as defined in the Club Sanctioning Policy, which has applied for and been granted membership with the Association; and,
- d. Associate Member – an individual (i.e., coach, official, volunteer, race director, or parent) who supports the purposes of the Association is eligible to be an associate Member.

2.2 Membership in the Association is not transferable.

2.3 Every Member shall comply with the Association’s Bylaws, policies, and procedures.

Admission of Members

2.4 No individual, organization or group shall be admitted as a Member unless the applicant:

- a. has made application to the Board in the form prescribed by the Board;
- b. has been approved as a Member by the Board;
- c. has paid membership fees as determined by the Board; and
- d. resides in Manitoba or resides in Ontario and is a Member of the sanctioned Kenora Member Club.

Member in Good Standing

2.5 A Member of the Association shall be in good standing provided that the Member:

- a. owes no outstanding fees or other debts to the Association;

- b. has not ceased to be a Member;
- c. has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
- d. has complied with the Bylaws, policies, rules, and regulations of the Association; and,
- e. has fulfilled all terms and conditions of any disciplinary action.

2.6 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Member has met the definitions of good standing described above.

Voting Rights of Members

2.7 Members in good standing who are eighteen (18) years of age shall have the following rights at all meetings of Members:

- a. Full Members may attend and participate at meetings of Members and shall have one vote each;
- b. One Day Members may attend and participate at meetings of Members but may not vote;
- c. Associate Members may attend and participate at meetings of Members but may not vote; and,
- d. Member Clubs do not have voting rights.

Membership Fees

2.8 Fees – The Board will annually determine membership fees for each category of Member.

2.9 Year – Unless otherwise determined by the Board, the membership year of the Association shall be April 1 to March 31.

Resignation, Suspension and Termination of Members

2.10 Resignation – A Member may resign from the Association by giving written notice to the Board. This resignation shall become effective the date on which the request is accepted by the Board. At the time of the resignation, if the Member is subject to a disciplinary investigation, the resignation will not prevent disciplinary action for matters that arose prior to the resignation notice.

2.11 Arrears – A Member may be suspended from the Association for failing to pay membership fees, program fees, or account balances, when levied, within sixty (60) days. Should fees remain unpaid for an additional thirty (30) days, the Member may be expelled from the Association.

2.12 Discipline – A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.13 Not in Good-Standing – a Member may be suspended or expelled after having been a Member not in good standing for ninety (90) days.

2.14 Cease to Be a Member – Members cease to be Members when:

- a. The Member resigns or is expelled per these Bylaws and/or per the policies and procedures of the Association;
- b. For Full Members, at the end of the membership year (even if the Full Member's Member Club dissolves or ceases operation);

- c. For One Day Members, at the conclusion of the event at which the One Day Member was participating;
- d. For Member Clubs, at the discretion of the Board or upon dissolution; and,
- e. For Associate Members, at the discretion of the Board.

ARTICLE 3 GOVERNANCE

Composition of the Board

3.1 Directors – the Board of Directors shall consist of seven (7) Directors as follows:

- a. President
- b. Vice President
- c. Treasurer
- d. Four (4) Directors-at-Large

Powers of the Board

3.2 Powers of the Association – 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.

3.3 Managing the Affairs of the Association – The Board may make policies, procedures, and regulations for managing the affairs of the Association in accordance with the Act and these Bylaws. The Board shall supervise and exercise guidance over the operation of all standing committees.

3.4 Discipline – The Board may implement policies, procedures, and regulations relating to discipline of Members and shall have the authority to discipline Members in accordance with such policies and procedures.

3.5 Dispute Resolution – The Board may implement policies, procedures, and regulations relating to management of disputes within the Association and all disputes shall be dealt with in accordance with such policies and procedures.

3.6 Employment of Individuals – The Board may employ such individuals as it deems necessary to carry out the work of the Association.

Election of the Board of Directors

3.7 Election – Directors will be elected at each Annual General Meeting as follows:

- a. The President and two (2) Directors-at-Large will be elected at alternate Annual General Meetings to those listed in subsection b.
- b. The Vice President, Treasurer, and two (2) Directors-at-Large will be elected at alternate Annual General Meetings to those listed in subsection a.
- c. Directors will be elected to any positions other than those listed in subclause a and subclause b that are vacant at the time of an Annual General Meeting.

3.8 Nomination Process – nominations for the Board will not be accepted from the floor of the Annual General Meeting. Nominees must submit a nominations package to the Association a minimum of seven (7) days prior to the meeting of Members to be eligible for election. Incomplete and late nominations will not be accepted.

- 3.9 Elections – Elections for each non-Director-at-Large position will be decided by majority vote of the Members in accordance with the following:
- a. One (1) Valid Nomination – Show of hands majority vote required for election.
 - b. Two (2) Valid Nominations – Ballot voting will be conducted. The nominee receiving the greatest number of votes will be elected. In the case of a tie, a second vote will be held. In the case of a second tie, the winner will be declared by majority vote of the Board.
 - c. More than Two (2) Valid Nominations – Ballot voting will be conducted. The nominee receiving a majority of the votes will be elected. If no nominee receives a majority of the votes, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. This process will be repeated until a nominee receives a majority of the votes. If the list of nominees is reduced to two (2), subsection b will be followed.
- 3.10 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by majority vote of the Members in accordance with the following:
- a. Fewer or equal number of Valid Nominations and Available Positions – Election conducted by show of hands majority vote.
 - b. More Valid Nominations than Available Positions – Ballot voting will be conducted. The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second ballot vote will be conducted between the tied nominees. If there continues to be a tie, then the winner will be declared by majority vote of the Board.
- 3.11 Eligibility – No person shall be eligible to be a nominee for election to the Board unless the individual is at least eighteen (18) years of age and is a Full Member of the Association in good standing at the time of the election.
- 3.12 Terms – Directors serve terms of two (2) years for an unlimited number of consecutive terms with the exception of the President who may only serve two (2) consecutive terms as President.

Resignation and Removal of Directors

- 3.13 Resignation – A Director may resign from the Board at any time by presenting written notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board. At the time of the resignation, if the individual is subject to a disciplinary investigation, the resignation will not prevent disciplinary action for matters that arose prior to the resignation notice.
- 3.14 Removal of a Director – A Director may be removed by majority vote of the Members present at a meeting of the Members provided the Director has been given twenty-one (21) days notice and the opportunity to be present and to speak at such a meeting.
- 3.15 Vacancy – If a vacancy on the Board occurs, the Board may appoint a Full Member to fill a vacancy on the Board until the expiration of that position's term.

Meetings of the Board

- 3.16 Number of Meetings – The Board shall meet at least quarterly and may be convened by the President at any time. Two (2) Directors may at any time request a meeting of the Board in writing or by electronic means.

- 3.17 Quorum – The quorum necessary for the transaction of business at any Board meeting shall be a majority of Directors currently in office.
- 3.18 Chair – The President may be chairperson of all meetings of the Board and Executive Committee. If the President is absent from the meeting or not present within ten (10) minutes of the designated start time, the Vice-President shall preside over the meeting. If both the President and the Vice-President are absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting.
- 3.19 Voting – Unless specified otherwise, questions shall be decided by majority vote. Voting shall be by show of hands unless a majority of the Directors approve ballot voting.
- 3.20 Participation by Electronic Means – A Director may participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Directors so participating in a meeting are deemed to be present at the meeting. Meetings may be held electronically, and Directors may approve documents and/or make decisions provided all Directors vote with “reply all” to ensure full transparency.

Officers

- 3.21 Officers – The Officers of the Association are the President, Vice-President, Treasurer, and Executive Director.
- 3.22 Duties – The duties of Officers are as follows:
- a. The President shall be responsible for the general supervision of the affairs and operations of the Association, shall preside at the meetings of Members and at meetings of the Board and the Executive Committee. The President shall be an ex-officio Member of all Committees with the exception of the Executive Committee on which the President votes, supervise the other Officers and Directors in the execution of their duties, and shall perform other duties as may be established by the Board;
 - b. The Vice-President shall perform the duties and exercise the duties of the President in the absence of the President, and shall perform such other duties as may be established by the Board;
 - c. The Treasurer shall account for the funds of the Association, and keep proper record of said funds, receipts, books and disbursements necessary, as laid out by the Board and the provisions of the Act. The Treasurer shall be responsible for ensuring the accuracy of the financial statements prepared by the Executive Director.
 - d. The Executive Director, who is not a Director of the Association, attends meetings of the Board on the invitation of the Board, and does not carry a vote at meetings of the Board, has the responsibility to report to the Board, abide by job description, finances, and liaise with members.

Committees of the Board

- 3.23 Standing Committees – The Directors may carry out their functions through committees. Such committees will have a committee chair who shall coordinate the function of the committee and on behalf of the committee, then report back to the Board for ratification, information, and decision. The Standing Committees of the Association shall include the Executive Committee and all other Standing Committees the Board appoints. The Board can appoint the committee Members, prescribe the 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.

- 3.24 Executive Committee – The Executive Committee shall be comprised of the Officers, including the Executive Director in non-voting capacity. During intervals between meetings of the Board, the Executive Committee may exercise, subject to restriction that the Board may from time to time impose, all the powers of the Board in the management and administration of the affairs of the Association.
- 3.25 Committee Members – Except for the Executive Committee, any Full Member may be appointed as a Committee Member. Once appointed, all Members of a committee has voting rights within that committee except where the individual is a non-voting staff person.
- 3.26 Quorum – A quorum for any committee shall be the majority of its voting Members.
- 3.27 Vacancy – When a vacancy occurs on any committee except for the Executive Committee, the Committee Chair may appoint a qualified individual to fill the vacancy for the remainder of the committee's term. If the position is that of the Committee Chair, the Board will appoint a new Chair.
- 3.28 Removal – The Board may remove any member of a committee other than the Executive Committee.

Remuneration

- 3.29 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

- 3.30 A Director, Officer, Member of a committee, or staff person must be familiar with and comply with the Association's *Conflict of Interest Policy* and *Code of Conduct and Ethics Policy*.

ARTICLE 4 MEETINGS OF MEMBERS

General Meetings

- 4.1 Types of Meetings – General Meetings of Members shall include Annual General Meetings and Special General Meetings.
- 4.2 Notice – Notice of time, place and date of General Meetings shall be given to all Members at least twenty-one (21) days prior to the Meeting date. The general nature of the business to be conducted there shall also be contained in the notice.
- 4.3 Annual General Meeting -The Association shall hold an Annual General Meeting on such a date, time, and place as may be determined by the Board, provided the Annual General Meeting should be held not more than fifteen (15) months after the preceding Annual General Meeting.

- 4.4 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 twenty (20) or more voting Members of the Association, provided that such request:
- a. States the purpose of the Special Meeting;
 - b. Is signed by those Members requesting the Meeting, and
 - c. Is delivered or sent by registered mail to the address of the Association.
- 4.5 Quorum – Quorum at a General Meeting shall be twenty (20) voting Members present or by proxy.
- 4.6 Business at Meetings – Election of Directors, approval of financial statements, and appointment of the Auditor may only be conducted at the Annual General Meeting. Any other business, including proposals to amend the Bylaws, may be conducted at any General Meeting.
- 4.7 New Business – Members who want to include new business on the agenda of an Annual General Meeting must submit the new business at least ninety (90) days prior to the anniversary date of the previous Annual General Meeting
- 4.8 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one (1) or more alternate proxy holders, to attend and vote on behalf of the Member at that specific meeting of the Members and at the continuation of the meeting should it be adjourned. The proxy holder need not be a Member. A proxy must:
- a. Be signed by the Member;
 - b. Be in a form that complies with the Act;
 - c. Comply with the format stipulated by the Association; and,
 - d. Be submitted to the Association at least two (2) business days prior to the meeting of the Members.
- 4.9 Proxy Restrictions – No individual can hold more than one (1) proxy vote for one (1) specific meeting of members.
- 4.10 Voting –
- a. At all meetings of the Members of the Association, every question shall be determined by a majority vote, except Special Resolutions which require two-thirds (2/3) of the votes recorded or unless otherwise required by the Act.
 - b. Voting may be by show of hands or secret ballot at the discretion of the chair; except that the voting for Directors shall always be conducted by secret ballot unless otherwise provided for in clauses 3.9 and 3.10.
 - c. Prior to any meeting of the Members, the Executive Director will provide the President the names of the voting Members.

ARTICLE 5 FINANCES & MANAGEMENT

- 5.1 Fiscal year – unless otherwise determined by the Board, the fiscal year of the Association shall be April 1 to March 31 of each year.
- 5.2 Remuneration – The Remuneration paid to every Officer, Director, employee, or agent shall be clearly and identifiable reported in financial statements.

- 5.3 Financial statements – The Board shall approve annual financial statements, and the approval shall be evidenced at the foot of the balance sheet by the signature of two (2) Officers.
- 5.4 Signing authority – The President, Treasurer, and Executive Director are designated to transact all the financial transactions and contracts for the Association. All such transactions require two (2) signatures.
- 5.5 Borrowing – The Association may borrow funds upon such terms and conditions as the Board may determine, provided a Special Resolution approves such borrowing.
- 5.6 Books and Records – The Board shall ensure that all books and records of the Association required to be kept by the Act, these Bylaws, or any other statute or law are regularly and properly kept.

ARTICLE 6 INDEMNIFICATION

- 6.1 Shall Indemnify – Except as described in clause 6.2, the Association shall indemnify and hold harmless out of the funds of the Association each Officer or Director 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 an Officer or Director.
- 6.2 Shall Not Indemnify – The Association shall not indemnify an Officer or Director or any other individual for acts of fraud, dishonesty, or bad faith.
- 6.3 Insurance – The Association may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

ARTICLE 7 NOTICE

- 7.1 Written Notice – In these Bylaws, written notice shall mean notice, which is hand-delivered, emailed, faxed, or provided by mail or courier to the address of record of the Association, Officer, Director or Member, as the case may be.
- 7.2 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Officer, 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 DISSOLUTION

- 8.1 In the event of dissolution of the Association, the assets, which remain after satisfying all debts and liabilities, shall be distributed to a charitable organization or non-profit organization having purposes similar to those of the Association, as determined by the Board prior to dissolution.

ARTICLE 9 AMENDMENT OF BYLAWS

- 9.1 Amendment – These Bylaws may be amended, revised, repealed or added to:

- a. By majority vote of the Board. Any Bylaws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the Bylaws amendment by majority vote; or
- b. By a Member in the form of a Member Proposal, submitted to the Association ninety (90) days prior to the anniversary date of the Annual General Meeting and in accordance with the Act. Member Proposals will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the Bylaws amendment by majority vote.

9.2 Notice – Written notice of a General Meeting will be made available twenty-one (21) days in advance of the meeting. The notice must include details of any proposed amendments the Bylaws.

9.3 Registration – The amended Bylaws shall take effect only after approval by the Members.

ARTICLE 10 ADOPTION OF THESE BYLAWS

10.1 Ratification by Members – These Bylaws were ratified by majority vote of the Members on September 17, 2018.

10.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.

10.3 Enactment of Bylaws – These Bylaws are hereby enacted and shall come into force when ratified by the Members in accordance with the Act.