

CONSTITUTION

The name of the organization is the Archers and Bowhunters Association of Manitoba Inc. (ABAM)

The purposes of the ABAM 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 ABAM
- 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, the Federation of Canadian Archers (FCA);
- To uphold and administer within Manitoba the directives of the FCA and the directives of FITA and any other international sport governing bodies with which the FCA 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 the FCA, FITA and any other international sport governing bodies with which the FCA is affiliated; and
- To raise, use, invest and reinvest funds to support these purposes.

The activities of the ABAM shall be carried out without purpose of gain for its members, and any profits earned by the ABAM 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 the ABAM

Upon dissolution of the ABAM, 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 ABAM, as determined by the ABAM 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 Archers and Bowhunters Association of Manitoba, a non-profit organization incorporated under the Manitoba Corporations Act and referred to as the "ABAM" 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 the ABAM for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the ABAM.

Board - the Board of Directors of the ABAM.

Constitution - the Constitution of the ABAM, as filed with the Registrar and comprising a statement of the ABAM'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 the ABAM who has paid his 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 the ABAM.

Officer - an individual elected or appointed to serve as an Officer of the ABAM 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 the ABAM pursuant to these Bylaws.

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.

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 ABAM has Individual and Club categories of membership:

Individual Membership

The classes of individual membership are as follows:

- senior member, open to anyone who has passed his or her eighteenth birthday as of the first day of January of the year in which the application has been made
- junior membership, open to anyone who not passed his or her eighteenth birthday as of the first day of January of the year the application was made
- family membership, open to a family group which includes not more than two senior members and may include one or more legal dependents of junior status.
- honourary 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.

FCA

All members of the ABAM are registered as members of the FCA.

Qualifications for Membership

An individual who supports the purposes of the ABAM 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 the A.B.A.M.
- 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 A.B.A.M.

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 the ABAM 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 the ABAM, 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 the ABAM by giving written notice to the Board, except as stated in Clause *May Not Resign*.

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

Arrears -- A Member may be suspended from the ABAM 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 ABAM.

Discipline -- In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the ABAM in accordance with the ABAM'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 GOVERNANCE

Composition of the Board

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

Powers of the Board

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

Managing the Affairs of the ABAM -- The Board may make policies and procedures for managing the affairs of the ABAM 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 the ABAM 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 the ABAM.

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 ABAM. Clubs may also appoint an alternate to represent the club in the absence of the representative. The ABAM 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.
- The Directors will specify a process for the election of two Directors to represent the provincial team athletes. These representatives will be members of the provincial team and will be selected annually by the athletes themselves.

Resignation and Removal of Directors

Resignation -- A Director may resign from the Board at any time by presenting his 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 athletes 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 Meetings -- Meeting of the Board may be held by telephone conference call. 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 the ABAM are the President, Vice President Events, Vice President Athlete Development, Vice President Bowhunting, the Secretary, the Treasurer, and the FCA Director. 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.

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 Events, Vice President Athlete Development, the Secretary, and the FCA Director shall be elected in even-numbered years and the President, Vice President Bowhunting, the Treasurer shall be elected in odd-numbered years.

Resignation -- An Officer may resign from the Executive at any time by presenting his 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.

Signing Authority -- The President, Treasurer or Executive Director shall be corporate signing officers of the A.B.A.M. 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 the ABAM, shall preside at the Meetings of Members of the ABAM 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 Events 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 Bowhunting 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 the ABAM 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 the ABAM 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 the ABAM 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 the ABAM 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.

ARTICLE 4 MEETINGS OF MEMBERS

General Meetings

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

Notice -- Written notice of General Meetings shall be given to all Members at least 14 days prior to the date of the meeting.

Annual General Meeting -- The ABAM 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 the A.B.A.M.
- To receive and accept the financial statements of the ABAM
- 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 the ABAM. Notice of the meeting must be sent to all members at least thirty days in advance of the meeting.

Quorum - Quorum at a General Meeting shall be 20 voting Members.

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

ARTICLE 6 INDEMNIFICATION

The ABAM shall indemnify and hold harmless out of the funds of the ABAM 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 -- The ABAM shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

Insurance -- The ABAM 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 or courier to the address of record of the ABAM, 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 14 days written notice of the General Meeting of the ABAM 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 the ABAM repeal all prior Bylaws of the ABAM 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.