

A by-law relating generally to the conduct of the affairs of  
**Canadian Football Cheerleaders Alumni Organization Inc.**  
(the "Corporation") also known as:  
**Organisation des anciens du Cheerleaders du Football Canadien**

**ARTICLE ONE DEFINITIONS**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the executive (Class A members) of the organization and "director" means (Class B) of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**Members**" any person who coached or completed auditions and were selected to be a member of an official **CFL Team** (Cheerleader or Dance Team) and completed at least one regular season.

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **ARTICLE TWO NAME & PURPOSE**

1.1. The name of this organization, which is a registered federally regulated not for profit organization with the Head Office in the Province of Ontario, shall be the Canadian Football Cheerleaders Alumni Organization Inc. (CFCAO) also known as Organisation des anciens du Cheerleaders du Football Canadien Inc.

1.2. General Purpose. The Organization is organized and operated for the following general purposes:

(a) Exclusively as a Social Club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future Canada Revenue law.

(b) To exercise such rights, powers, duties, and authority of a Not for profit Corporation Act of the Government of Canada which are consistent with the preceding paragraph.

1.3. Specific Purposes. The specific purposes of the Organization include, without limitations, to the following:

(a) To maintain the camaraderie of all former Canadian Football Cheerleaders, Dance Team Members.

(b) To support local and national charitable organizations.

## **ARTICLE THREE MEMBERSHIP**

3.1. Qualifications for Membership. The members of the Organization shall consist of such persons as: 1) apply for membership on a form approved by the Board; 2) subscribe to the purposes and goals of the organization; and 3) agree to abide by the Organization bylaws and Code of Ethics as amended from time to time;

3.2. Classes of Members.

(a) Class A members (Executive) shall be entitled to receive notice of and to attend all meetings of the members of the Organization and each Class A member shall have one (1) vote at each such meeting.

(b) Class B - Except as otherwise provided by the Canada Not-for-Profit Corporation Act, S.C. 2009, c23 the Class B members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

(c) Honorary Membership - Honorary Members shall be individuals elected to this category by the Executive Board in recognition of their contribution to the Association. Honorary members may serve the Organization in any manner mutually agreeable to themselves and to the

Board, but may not vote. (Class B shares)

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

3.3. Voting Rights. Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands, or by written ballot.

3.4. Membership Dues. The cost of dues shall be determined by the Board based on estimated operating and administrative expenses of the Organization. Payment is due by June 1st of that current year. All members shall pay annual membership dues to the Organization in such amounts and in such manner as the Board of Directors determines from time to time, unless otherwise specified by the Board. Each year the Board of Directors shall specify a date, and give all members prior notice thereof, when membership dues are due, and permit members to pay their dues at any time throughout the year. Membership is based on fiscal year, June 1st - May 31st.

3.5. Meetings. The Board of Directors shall conduct Board meetings via teleconference as deemed necessary by the President or presiding officer of the Organization. A majority of the Executive Board, when present at any meeting shall constitute a quorum. In the event that there is no quorum, the presiding officer may adjourn the meeting until a quorum is present.

3.6. Notice of Meetings of Members. In the event the Board of Directors determines a Members Meeting should be held, notice of such meeting must be given to each member entitled to vote thereat, either personally or by electronic means, addressed to each member at the address appearing on the books of the Organization. Such notices should be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting, and shall state the general nature of the business to be considered in such a meeting. The notice of the meeting shall designate it as such.

3.7. Quorum. The presence in person of 75% of the voting membership shall constitute a quorum. The members present in person at such a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting can be adjourned by a vote of the members present.

3.8. Termination of Membership. The membership for each member of the Organization will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Members terminated as a result of expulsion, may not renew their membership in the Organization without obtaining the affirmative vote of at least two thirds of all the Directors.

3.9. Suspension and Expulsion. Any member may be suspended or expelled from membership

upon affirmative vote by at least two thirds (2/3) of all Directors if, at the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interest of the Association. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in this Organization. Cause shall include, without limitation, violation of the CFL Team Cheerleaders Alumni Association “Code of Ethics.”

#### **ARTICLE FOUR DIRECTORS**

4.1. Powers. Subject to any limitations to the articles of incorporation, the Government of Canada Corporation Act or these bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Organization shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

(a) To appoint and remove all officers of the Organization subject to such limitations that may appear in the bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the articles of incorporation, or the Bylaws.

(b) To conduct, manage and control the affairs of the Organization, and to make such rules and regulations therefore not inconsistent with law, with the articles of incorporation, or the Bylaws, as they may deem best.

(c) To manage in such manner as they may deem best, funds received and acquired by the Association.

4.2. Number of Directors. The number of Directors constituting the entire Board shall be set at a minimum of 1 per representing team. Subject to the foregoing, the number of Directors may be determined from time to time by the action of the Executive Board. No decrease in the number of Directors shall shorten the term of any Director then in office. (Director Representation for each CFL Football Team Cheerleaders - B.C. Lions, Edmonton Eskimos, Calgary Stampeders, Saskatchewan Roughriders, Winnipeg Blue Bombers, Hamilton Tiger Cats, Toronto Argonauts, Montreal Alouettes, Ottawa Red Black (Renegades or Roughriders), US expansion teams representatives. We may appoint Directors as required to support the board IE: Media Director, or to take on a short-term role to support upcoming activities or events, to support Grey Cup or to support our bi-annual convention.

4.3. Qualifications for Office. Every Director must be a regular member in good standing of this Organization. Each Director will serve without compensation except for reasonable expenses incurred for the Organization Association.

4.4. Election of Director. The Board of Directors shall choose their own members.

4.5. Term of Office. All Directors shall hold office until a successor has been duly elected by the Board or until the Director’s prior resignation or removal has hereinafter provided.

4.6. Removal, Resignation. Any Director may resign from office at any time by giving written

notice thereof to an Executive of the Board of the Organization. Any Director may be removed with or without cause by a two thirds (2/3) vote by all the other Directors then in office.

4.7. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled on the vote of the majority of the remaining Directors. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent (100%) of the remaining Directors shall be required to fill any vacancy.

4.8. Ex Officio Board Advisors. All current officers of the Organization and the immediate past President of the Organization, to the extent such persons are not elected directors, shall be ex officio advisers to the Board of Directors. Ex officio advisers are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their ex officio capacity. However, the immediate past President may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. The immediate past President shall be ex officio advisor for a term of one year with one year extension(s) upon approval of the Board of Directors.

4.9. Committees. Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things that committee is prohibited from doing under the Government of Canada Act. The Board shall appoint the members of such committees. Persons other than Directors may be appointed to such committees, but the chair of each committee must be a Director of the Corporation.

## **ARTICLE FIVE OFFICERS**

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint a President (Chair), Vice President (Vice-Chair), Secretary, Treasurer, and Media Communications Director and such other officers as they determine. Vacancies in office shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. Resignation and Removal. Vacancies in any office shall be filled from nominations made by the Board of Directors and appointed by the President.

5.4. President/Chair. The President shall be the chief officer of the Organization and shall preside at meetings. The administration and management of the Organization shall be vested in the President, and she shall direct the activities of the Organization. She shall be a member ex officio of all committees. She shall communicate to the Organization such matters and make such suggestions as may, in her judgment, tend to promote the welfare and increase the usefulness of the Organization. The President shall: (1) review, in advance, all events that will involve

participation by the Organization: and (2) review all printed materials prior to publication. She shall perform other such duties as may be defined by the Organization.

5.5. Vice President (Vice Chair). The Vice President shall perform all duties of the President in the absence of the President. She shall be a member ex officio of all committees.

5.6 Treasurer. The Treasurer shall keep an account of all funds received and expended for the use of the Corporation. She shall make disbursements authorized by the President or the Board. All sums received shall be deposited by her no later than seven (7) working days after receipt in the financial institution(s) approved by the Board, and she shall make a full report when called upon by the President. Funds may be drawn only on the signatures of the Treasurer and the President. The Treasurer shall prepare an annual report of the transactions and conditions of the Corporation. The duties of the Treasurer, upon approval by the Board, may be delegated to an assistant treasurer.

5.7. Secretary. The Secretary shall: give notice of and attend all meetings of the Corporation and make provisions for keeping records of proceedings; prepare all meeting agendas; conduct correspondence and carry into execution, all orders, votes, and resolutions; keep a list of the members of the Association; establish mechanisms for the collection of dues and their payment to the Treasurer; and carry out other related administrative functions as appropriate.

5.8 Media Communications. creating a variety of media materials, organizing press releases, compiling messages, newsletters, writing speeches, twitter, instagram, facebook and web page owner. The Media Director will also work with the Secretary to manage membership.

## **ARTICLE SIX OTHER FINANCIAL MATTERS**

6.1. Property of the Organization. The title to all property of the Organization, both real and personal, shall be vested in the Organization.

6.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Organization, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Organization remaining after payment, or provision for payment, of all debts and liabilities of this Organization, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Organization, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under Canada Revenue Agency as amended.

6.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or member shall have any power or authority to bind the Organization by any contract or engagement, or to pledge its credit, or render it pecuniarily liable

for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary, may execute the same in the name of, and on behalf of, the Organization, and any such officer may affix the corporate seal of the Corporation thereto.

6.4. Financial Accounts. The Organization may establish one or more chequing accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined at the discretion of the Board of Directors to hold, manage or disburse any funds for Organization purposes. All cheques, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer(s) or agent(s) of the Organization, and in such manner, as is determined by the Board of Directors from time to time.

6.5. Financial Statements and Reports. An independent accountant appointed or approved by the Board shall prepare such financial data as may be necessary for returns or reports required by the province or federal government to be filed by the Organization. The accountant's charges and expenses shall be proper expenses of administration.

6.6. Limitations on Debt. No debt shall be incurred by the Organization beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Organization unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Organization. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

6.7. Liability of the Executive and Directors. No Director or Executive of the Board of the Organization shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Organization's assets for payment. Further, neither any officer, the Board nor any of its individual member shall be liable for the acts, neglects or defaults of a member, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

6.8. Liability of Members. No member of the Organization shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors should look only to the Organization's assets for payment.

6.9. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Organization. Cessation of membership shall operate as a release and assignment to the Organization of all rights, title and interest of any member, but should not affect any indebtedness of the Organization to such member.

6.10. Fiscal Year. The fiscal year of the Organization shall commence June 1 and end May 31.

### **ARTICLE SEVEN COMMITTEES**

7.1. Committee Powers. Committees of the Organization shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Organization or any operations needing study, recommendation, or action. The Board may establish such special committees it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Canadian Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

7.2. Limitations. Except in cases where these bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and officers of the Corporation.

7.3. Committee Membership. The Board, acting upon the recommendation of the President, shall appoint the members of such committees, and also select a committee chair. Persons other than directors may be appointed to such committees, but the chair of each committee must be a director of the Organization. The President shall be an ex officio member of every committee other than the Executive Committee. Every committee shall consist of at least two persons, exclusive of the President. Committee members shall be appointed for one year terms. No member of any committee may serve more than two (2) consecutive terms on the same committee.

7.4. Special Committees. The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have duties and responsibilities as the Board shall designate from time to time.

### **ARTICLE EIGHT AMENDMENTS TO BYLAWS**

8.1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, (or provisions which are not subject to amendment,) if any, these bylaws may be adopted, amended, restated or repealed by a majority of the Board of Directors.

8.2. Inspection of Bylaws. The original or copy of these bylaws, as amended or otherwise altered today, shall at all times be kept in the principal office of the Organization for the transaction of business, and shall be open to inspection by the members, Executive of the Board and Directors at all times.

Dated March 22, 2020