**Proposed Bylaw Changes for RNB 2020**

Rationale for Changes:

* Given that the current Bylaws of RNB were last reviewed and adopted in 2011;
* Given that periodical reviews of Bylaws is a normal exercise in any organization; and
* Given that the governance structure of RNB does not reflect current governance structure of Not-for-profit sports organizations.
* It was resolved by the RNB Board of Directors to strike an Ad Hoc Committee to review Bylaws, Governance and Program Delivery of competitive ringette.

*The following pages explain the proposed Bylaw Changes including the Governance Structure.*

**Recommendation: Given that there are many changes to the Bylaws and document structure, it is proposed that the document be reviewed and adopted as a whole.**

1) First, since current Bylaws list a series of Bylaws, it is proposed that the Bylaws be separated into Articles with the following Articles proposed. The rationale for this is to regroup articles Bylaws pertaining to the same topics:

**Article 1 – General.**

These include the purpose, official name and basic functioning, corporate seal, head office, official languages, aims and objectives. It also includes some definitions.

**Article 2 – Membership**

This details who can be a member, when membership is granted, categories of membership, and discipline of members.

**Article 3 – Governance**

This article details the new governance structure (*see below, page 3, for presentation file on new governance structure*) including the composition of the Board of Directors, the functioning of the Board, meetings, the Nomination and Election of Board members, the filling of vacancies, the removal of Board members, the Officers, the Meetings, the Duties of the Board, the Duties of the Board Members, the Powers of the Board, the various Committees including their size, terms of reference, vacancy. The new governance also introduces committees who will work as key contributors to program areas by providing leadership, expertise and direction for program creation and delivery.

**Article 4 – Meetings of Members**

This article addresses the functioning of Annual General Meetings as well as Special General Meetings.

**Article 5 – Voting**

This article addresses voting rights and conditions at Annual General Meetings and Special General Meetings.

**Article 6 – Finance and Management**

This article addresses information such as the fiscal year, banking, signing authority, budget, auditing, bookkeeping, property and borrowing.

**Article 7 – Protection and Indemnification**

This article addresses how Board and Committee members are protected and indemnified for their duties while serving the RNB.

**Article 8 – Notice**

This article addresses how notices are given to members including what is a written notice, dates, errors and waivers.

**Article 9 – Amendment of Bylaws**

This articles address how Bylaws can be amended, the notice that needs to be given, and when Bylaws take effect.

2) Second, current Bylaws 1 to 6 would now become **Article 1 – General** and **Article 2 – Membership**. The major changes in **Article 1** are that RNB is incorporated and governed by NB law, it clarifies ordinary and special resolutions, and that the meetings are conducted according to the *Roberts’s Rules of Order* (current edition).

The major changes in Article 2 are the categories of membership and that the Board has the authority to discipline members and that the board is responsible to make policies and procedures to that effect.

3) Third, Bylaws 7 and 8 becomes **Article 3 – Governance**. The existing structure is cumbersome, and the roles are not clear as to what the Executive and what the Board is responsible for. The Board is presently composed of an executive plus a representative from each association. This is no longer a model of Board structures used by sports organizations. The major modification in that Article is no longer separating the Executive and the Board. The proposed changes now include a Board composed of: President, Vice President, Vice President-Finance, 4 Directors at large (as opposed to 3) and the Executive Director (ED, who is a non-voting members). This is the preferred model of functioning. The ED is responsible for day-to-day functioning and reports to the Board. The local associations will now be considered in the General Membership as opposed to Board Members.

The staff positions of Technical Director, Sport Development Coordinator and High Performance Coordinator will report to the ED in their capacity of staff and will be responsible for their given areas. Roles such Director of Officials and Director of Coaching will now be involved in the form of committee participation and will act as chair for their respective committee and be the committee liaison to staff and Board.

There will now be a smaller Board with some Standing Committees that will help the Board in its functions. This again is a more up-to-date model of governance.

Only Officials elected by the Membership will have voting power at the Board level.

4) Fourth, Bylaw 9 becomes **Article 4 – Meetings of Members**. Members in the proposed structure are the Board Members and a representative of each association. The major changes here include clarifications on the structure of the Annual General Meeting and of Special General Meeting, including the Agenda.

5) Fifth, Bylaw 10 becomes **Article 5 – Voting**. There are no major changes here other than to specify that each association now has 1 vote per association at Meetings of Members. Athlete Members cannot vote.

6) Sixth, Bylaws 11 to 17 are now included in **Article 6 – Finance and Management, Article 7 – Protection and Indemnification, Article 8 – Notice,** and**, Article 9 – Amendment of Bylaws.** There are no major changes to those Bylaws other than being regrouped by topics.

**Bylaw 16 Motion and Resolutions** in the current Bylaws is removed since conduct of Board and Members’ Meetings require the motions, amendments and resolutions can only be presented by a voting delegate and that matters before the Board shall be by way of motion proposed and seconded. This is how business is conducted according to Robert’s Rules of Order. Only voting members can make motions. The Chair of a meeting applies these rules.

Also, as is general practice, it is clarified that amendments to Bylaws need to be considered by Special Resolution.

**RNB GOVERNANCE STRUCTURE Proposal 2020**

[RNB Governance Structure proposal presentation file](http://site3081.goalline.ca/news_images/org_3081/files/Governance%20Structure_FINAL.pdf)