The North Bay Curling and Athletic Corporation (herein after referred to as NBCAC) is a not for profit organization. Members will work toward the mandate described below, without the purpose of gain for any member. Any profits or other accretions to the organization shall be used in promoting the mandate.

Head Office: Head Office of the Corporation shall be in the City of North Bay in the Province of Ontario.

Seal: The seal, an impression whereof, stamped in the margin hereof, shall be the corporate seal of the Corporation.

Article 1. Declaration

A. Mission Statement
   To provide for the citizens of North Bay and area, an opportunity that supports its members in the sport of curling, tennis and other athletic pursuits from recreational to competitive while maintaining the viability and sustenance of the Corporation.

B. Mandate
   To honour the sports and the participants of its related activities through programs that allow members to develop their skills while maintaining the facilities and managing the programs as recommended by the staff to the Board of Directors.

C. Vision
   To maintain and grow the membership while maximizing the resources of the NBCAC in order to:
   • Create a high level of exposure in the community,
   • Be inclusive of all citizens and participants during any NBCAC sponsored activity.

D. Values
   Principles and commitments of the NBCAC Board of Directors in order to achieve its mission:
   1. Duty of Care: Take care of the non-profit by ensuring prudent use of all assets, including facility, people, and good will,
   2. Be inclusive of all persons,
   3. Foster good sportsmanship,
   4. Establish opportunities for comradery and social interaction,
   5. Respect individual rights and differences,
   6. Provide opportunities to develop health and well-being at all ages,
   7. Maintain gender equality in all sports and related activities offered by the NBCAC.

E. Guiding Principles:
   1. Fairly and impartially examine research and data presented to the board in order to make decisions regarding
the management and operations of the NBCAC,
2. Develop and maintain quality programs for the membership,
3. Promote and market the NBCAC through an ongoing communication strategy,
4. Develop and strengthen at all levels of governance, relationships and partnerships within the local community and at the regional, provincial and national level of curling and tennis sport governing bodies,
5. Maintain a history of the NBCAC and the achievements of its members.

Article 2. North Bay Curling and Athletic Corporation Board of Directors (Management)
The NBCAC will be governed as outlined by a volunteer Board of Directors consisting of five (5) members elected by the membership at the spring special general meeting of the Corporation, each of whom at the time of his or her election shall be a member in good standing. Each Director shall be elected to hold office until their elected term expires or until their successor shall have been duly qualified and elected.

The Board of Directors shall:
- set broad policy direction and strategic plans,
- conduct semi-annual performance appraisals for all staff,
- establish and ensure appropriate lines of communication with the membership and the staff of the NBCAC,
- ensure risk management, financial and operational reputation is maintained,
- periodically conduct a review of the By Laws to ensure timely amendments as needs evolve and to ensure the continued appropriateness of them.

The NBCAC Board of Directors will meet monthly or at the call of the President as required. There will be a spring special general meeting and fall AGM of the full membership of the NBCAC. At the spring special general meeting the election of the Board of Directors will take place. At the fall AGM the audited statements of the NBCAC will be presented to the membership.

2.1 Officers of the Corporation
Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and Director of Programming and Communication. Other such Officers as the NBCAC Board of Directors may deem required may be added with a motion to amend the constitution at an AGM. Initially, the President, Vice President and Treasurer will be elected for one-year terms of office under the terms of the most recently amended constitution. The Director of Programming and Communication and the Secretary will be elected for a two-year term. After the initial terms of office expire all positions will be voted in for two-year terms. This process will ensure continuity of the NBCAC Board of Directors.

2.2 President:
Head of the North Bay Curling and Athletic Corporation. The President shall preside over all meetings of the Board of Directors and members of the Corporation. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary or other officer appointed by the Board shall sign all By Laws. During the absence or inability of the President, their powers and duties may be exercised by the Vice President.

2.3 Vice President:
2.4 Secretary:
The Secretary of the NBCAC is expected to attend all meetings of the Board of Directors; record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary is the custodian of the seal of the Corporation and of all the books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he or she shall deliver up when authorized by a resolution of the Board of Directors to do so and to such persons as may be named in the resolution. The Secretary shall perform other duties as may from time to time be determined by the Board of Directors.

The Secretary shall ensure posting for the membership all approved minutes of meetings of the NBCAC Board of Directors within 10 days.

2.5 Treasurer:
The Treasurer, working with the Operational Management Team, shall ensure full and accurate accounts of the financial records of the NBCAC are kept and report on a regular basis to the Board and membership as to the financial status of the NBCAC. The Treasurer will work closely with the Office Manager to ensure all monies and other available effects in the name and to the credit of the Corporation are deposited in the bank or banks as directed by the NBCAC Board of Directors. Two authorized signatures would be required at all times for disbursements.

2.6 Director of Programming and Communications
Liaise with the Operational Management Team and league representatives regarding the operation and scheduling of all leagues. Present on a monthly basis to the Board of Directors any issues brought forward by the above-named representatives which affect the overall management of the NBCAC or its leagues including:

- membership numbers,
- scheduling of league play and other events,
- volunteers,
- expenses and income from events,
- any issues that arise from time to time.

Prepare an annual report regarding programming and communications to the membership of the NBCAC at the spring special general meeting.

2.7 Vacancies of the NBCAC Board of Directors:
Vacancies on the NBCAC Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy will be filled at the next spring special general meeting of the membership. If quorum cannot be established, a special meeting of the general membership shall be called by the President or Vice President of the NBCAC.
Article 3. Quorum for the NBCAC Board of Directors
Three Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the NBCAC Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors meetings may be called by any two Directors of the Board with written notification to the board members by the Secretary. Notice of such meeting shall be communicated to each Director not less than one day before the meeting is to take place. A Directors meeting may also be held without notice immediately following the spring special general meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

Article 4. Voting of the NBCAC Board of Directors
Each Director of the NBCAC shall be entitled to one vote. However, the President shall only cast a vote if there is an equality in votes. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way of assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution. In the absence of the President his or her duties may be performed by the Vice President or such other Director as the Board may from time to time appoint for the purpose.

Article 5. Code of Ethics of the NBCAC Board of Directors
The NBCAC Board of Directors will abide by the following Code of Ethics:
- Support the principles, mission and values outlined in Article 1 of the constitution,
- Represent the interests of the membership of the NBCAC,
- Disclose at every meeting potential or perceived conflicts of interest and withdraw from discussions on those issues,
- Perform duties as a member conscientiously, honestly and in the best interest of the organization,
- Undertake actions that maintain and uphold the trust of the Board of Directors and the membership,
- Maintain the confidentiality of the membership,
- Attend, acknowledge and contribute actively at all Board of Directors annual and special meetings called by the President (face to face or other modes of participation) and advise the President, Vice President or Secretary when unable to attend.

Article 6. Ad Hoc Committees of the Board
From time to time and as required to address needs, opportunities or other issues, ad hoc committees may be established by the NBCAC Board of Directors for a defined period of time. Reports from the working committee to the NBCAC may be requested at monthly meetings or in a time frame agreed upon by all committee members.

Article 7. Powers
The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided generally may exercise all such other powers and all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered from time to time to purchase, lease or otherwise
acquire, alienate, sell, exchange or otherwise dispose of other securities, lands and buildings and or other property moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

**Article 8. Books and Records**
The Directors of the NBCAC shall see that all necessary books and records of the Corporation required by the By Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

**Article 9. Execution of Documents**
Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation, shall be signed by two of three authorized signatories as assigned by the NBCAC Board of Directors. The NBCAC Board of Directors will appoint an attorney or attorneys to make or accept transfers of any securities on the books of the Corporation.

**9.1 Deposit of Securities**
The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the NBCAC Board of Directors.

**Article 10. Membership**
A member in good standing is any individual who is of legal voting age as defined by the Canada Elections Act and has made the necessary arrangements to satisfy their financial commitments to the Corporation and who are not currently suspended for any reason. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

**Article 11. Dues**
Dues shall be set at the discretion of the NBCAC Board of Directors annually. A member of the Operational Management Team as designated by the NBCAC Board of Directors shall notify any member of dues or fees at any time payable by them. If arrangements for payment are not made, the member is in default and shall therefore automatically cease to be a member of the Corporation.

**Article 12. Annual and Special Meetings of the Members**
The annual or any special general meeting of the members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint.

At the spring special general meeting the election of Directors to the NBCAC Board of Directors will take place along with any other business that may be transacted as presented by the Board or that may be brought forward from the floor.

At the fall AGM the audited financial statements for the previous fiscal year will be presented by the auditors for approval by the members. In addition, the auditors will be appointed for the ensuing fiscal year.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The NBCAC Board of Directors, the President or Vice President shall have power to call at any time a special general meeting of the members of the Corporation. Notice of the time and place of every such meeting shall be posted and circulated through a variety of communication strategies at least 10 days prior, in order to reach and be inclusive of every member of the Corporation. Any error or omission in giving notice of any annual or special meeting shall not invalidate such meeting or make void any proceedings taken thereat.
12.1 Quorum of Members
A quorum for the transaction of business at any meeting of members shall consist of not less than five members present in person.

12.2 Voting of Members
Subject to provisions if any, contained in the Letters Patent of the Corporation, each member in good standing of the Corporation shall at all meetings of members be entitled to one vote and that member may vote by an authenticated proxy on any motion that has been presented to the membership 30 days in advance of an AGM. An authenticated proxy, identifying the motion to be voted on, will be made available through the Office Manager two weeks prior to the AGM and returned to the Office Manager in a sealed envelope in advance of the AGM.

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By Laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a vote by ballot be demanded by any member. Upon a show of hands every member having voting rights, present in person, shall have one vote and unless a vote by ballot be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a vote by ballot may be withdrawn but if a vote by ballot be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, or by proxy, and such vote by ballot shall be taken in such manner as the President shall direct and the result of such vote by ballot shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting whether upon a show of hands or at a vote by ballot, the President shall be entitled to a casting vote except during the election of Officers.

Article 13. Auditors of NBCAC
One or more auditors shall be appointed at each fall AGM of the Corporation. The auditors of the Corporation when appointed shall hold office until the next fall AGM of the Corporation after their being appointed or until their successors are appointed unless previously removed by resolution of the members in general meeting or by the NBCAC Board of Directors. If the remuneration of the auditors is not fixed by the members at the fall AGM of the members, the remuneration shall be fixed by the NBCAC Board of Directors.

The auditors shall be supplied with a copy of the financial statements and it shall be their duty to examine the same with the accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books by the Corporation and shall at all reasonable times have access to the books and the accounts of the Corporation. The auditors shall make an annual report to the members upon the financial statements and every such report shall state whether in their opinion the financial statements are properly drawn up so as to exhibit a true and correct view of the state of the Corporation’s affairs.

13.1 Financial Year
Unless otherwise ordered by the NBCAC Board of Directors the fiscal year of the Corporation shall terminate on the 30th day of April in each year.
Article 14. Conflict of Interest
Before Board or committee action on a contract or transaction involving a real or potential Conflict of Interest, a Director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

A person who has a Conflict of Interest shall not participate in the Board’s or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

A person who has a Conflict of Interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a Conflict of Interest may not vote on the contract or transaction. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting.

Article 15. Amendments to the Constitution and By Laws

15.1 Amendments to the Constitution
Any NBCAC member in good standing may submit a motion to amend the constitution in writing to the NBCAC Board of Directors at least one month in advance of the date of any general meeting of the membership. This motion must be seconded by another member in good standing of the NBCAC. Said motion must then be circulated to all current members of the NBCAC at least two weeks prior to the date of the next annual or special meeting of the membership.

15.2 Amendments to the By Laws
Amendments to the By Laws can be submitted in writing as a resolution by any member of the NBCAC Board of Directors or of the general membership at any monthly meeting and/or AGM and must be passed by simple majority.

Article 16. Dissolution
In the event of winding up or dissolution of the Corporation the assets shall be donated to such charitable or municipal purpose as the then members shall decide by a two thirds vote of the members entitled to vote at such meeting called for such purpose.
Operational Management of the NBCAC

Following a posting of at least 4 weeks, the following contract positions of employment will be reviewed, amended and filled on an annual basis. These positions shall have semi-annual performance appraisals completed by the President and Vice President of the Corporation with reports to the full NBCAC Board of Directors semi-annually. All positions of employment must be approved by the NBCAC Board of Directors.

Programming and Promotions Manager
Oversee all NBCAC annual and day to day operations including the supervision of office and ice manager and other contractual employees. Liaise with all league representatives to establish annual goals and support operations and scheduling of the various leagues.

Present monthly reports to the Board of Directors on the execution of the following duties:

- Create an annual calendar of events for presentation to the Board of Directors for approval followed by distribution to the membership and other NBCACs
- Set up trimester lesson format (private and group) for new members, intermediate and competitive curlers in consultation with the league representatives
- Make up teams and schedules for all leagues; assist with finding spares as requested
- Secure rental activities from local organizations
- Organize and manage Christmas and March break junior curling camps
- Organize and deliver Rocks and Rings school program
- Organize fundraising initiatives including bingo
- Write grant proposals as named and approved by the Board of Directors
- Be responsible for all marketing including the following: digital, social media, web site maintenance and online registration
- Organize monthly Friday night socials
- Organize Bonspiels as identified on the annual calendar and others as approved by the Board of Directors
- Event bidding
- Run all competitive play downs up to and including Provincials
- Act as NOCA delegate
- Organize Amythest Camp and summer Ice technician clinic
- Other facility and program duties as assigned by the Board of Directors

Office Manager
Keep full and accurate account of all receipts and disbursements of the Corporation in the proper books of account and shall deposit all moneys or other available effects in the name and to the credit of the Corporation in such bank or banks as designated by the Board of Directors. Shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at all regular meetings thereof or whenever required, an account of all the transactions.

Other duties of the Office Manager include:

- General office management
- Collection of membership forms and dues
- Maintain membership database
- Corresponding with NBCAC membership and potential members
- Locker assignment and record keeping
- Bar ordering, inventory, and maintain float
• Facility rental bookings (contracts and scheduling)
• Maintain health inspection standards of kitchen/facility, address issues (if any)
• Maintain facility fire safety standards
• Other administrative duties as assigned by the Board of Directors

Ice Manager

It is understood that the ice maker's primary objective is to continuously improve the ice surface and to provide and maintain top quality playing conditions for our members and guests.

The ice maker will be responsible for providing ice installation and daily ice maintenance services, as specified in the contractual agreement.

The icemaker will be responsible for the day to day provision of ideal ice conditions including, but not limited to:
• the additional scheduled ice maintenance as per Appendix “B”
• supervision of on ice duties of the ice personnel.
• maintain daily log records with respect to ice conditions and factors that have affected the ice surface (These records shall also include remedies that have been acted upon to address such issues).
• as requested, attend the monthly Board of Directors meetings and provide a concise verbal and/or written report as required by the Board.

Contractual Employees:

Ice Crew

Custodian