



MILE ZERO ULTIMATE | BYLAWS

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BYLAWS | Updated November 30, 2012

Article 1 – Identification

Section 1.01 NAME

The name of the Non-Profit Organization is MILE ZERO ULTIMATE (hereafter “MZU”).

Section 1.02 REGISTERED OFFICE/REPRESENTATIVE

The address of the registered office of MZU and the mailing address is: P.O. Box 7015 - St. John’s, NL - A1E 3Y3. The name of the registered representative at this address shall be that of the current serving President.

Section 1.03 FISCAL YEAR

The fiscal year shall begin on the first day of December of each calendar year and end on the last day of November in that following calendar year.

Section 1.04 ASSOCIATIONS

MZU will contribute to and participate as a member league of Ultimate Newfoundland and Labrador (hereafter “UNL”).

ARTICLE 2 - Purpose

Section 2.01 PURPOSE

The purpose of MZU shall be:

- a) To provide an environment that supports the growth and development of Ultimate in the greater St. John’s area through the creation of co-ed, adult leagues;
- b) To manage and operate Mile Zero Ultimate and all of its leagues in a non-profit manner;
- c) To uphold Spirit of the Game as the central guiding principle of the sport of Ultimate;
- d) To represent the interests of both the sport and the players;
- e) To facilitate open and continuous communication amongst MZU members;
- f) To represent the interests of its members as a league representative on the UNL Board of Directors, and;
- g) To promote social interaction amongst MZU members through various social events.

Section 2.02 ANNUAL AGENDA

Each year MZU shall draw up an annual agenda of goals along with a budget that includes:

1. Winter, Summer and Fall leagues;
2. Social events and outreach; and
3. Other Ultimate related activities at the discretion of the MZU Board of Directors.

ARTICLE 3 - MEMBERSHIP

Section 3.01 MEMBERS

Members shall be any person, 19 years and older on their first day of play in any league, who has paid the registration fee in a timely manner or has otherwise been granted membership by the Board of Directors and is still considered a member in good standing. No player will be assigned to a team until such time that they have turned 19.

Section 3.02 MEMBERSHIP DUES

The directors of MZU shall set dues required for members in MZU. These dues shall be based upon the basic operating costs of the organization with other costs deemed necessary as voted upon by the MZU Board of Directors.

Section 3.03 FEES

The members shall pay event-based fees as the Directors of MZU deem necessary. The Board of Directors shall determine the amount of fees for each event which will be used to offset the costs associated with running that event. Events include but are not limited to leagues and associated social events. Monies collected from fees that are not used on that event will go towards the general operating costs of MZU.

Section 3.04 OBLIGATIONS OF MEMBERS

Each member shall be obligated to uphold the Spirit of the Game and encouraged to attend all general meetings and vote at the annual general meeting.

Section 3.05 VOTING RIGHTS

Only current members will be entitled to vote. Current members are those members who meet the requirements in Section 3.01. Each current member shall be entitled to one vote on each matter submitted to a vote for members.

Section 3.06 DURATION

Membership lasts from the time that the membership dues are received until after the conclusion of the next annual general meeting. Membership is non-transferable.

ARTICLE 4 – Meetings of Members

Section 4.01 ANNUAL MEETINGS

An Annual General Meeting of the members of MZU shall be held in November of each year.

Section 4.02 GENERAL MEETINGS

Other General Meetings may be held throughout the year at the discretion of the Board of Directors.

Section 4.03 SPECIAL MEETINGS

Special meetings of the members may be called by the President, Board of Directors, or by petition signed by not less than 10% of members in good standing, presented to the Board of Directors.

Section 4.04 NOTICE OF MEETINGS

Notice of meetings will be published and/or distributed by way of but not limited to MZU website, newsletter, social media, and email. The notice shall include the place, day, and time of the meeting, and in the case of a special meeting the purpose or purposes of the meeting. A reminder of a member's proxy rights shall be included in any notice of any member's meeting.

Section 4.05 PROXIES

A member may vote by proxy executed in writing by the member. Such proxy must be delivered to the Vice President: Communications prior to the meeting and shall be valid only for the meeting named therein.

Section 4.06 QUORUM

For a meeting to be official and votes to be taken, quorum must be achieved. The presence, in person or in proxy, of 5% of members shall constitute a quorum. The number of proxies held by any one person may not constitute more than one-quarter of the quorum.

ARTICLE 5 – Board of Directors

Section 5.01 SIZE OF BOARD

The business and affairs of MZU shall be managed in accordance with these by-laws by a Board of not less than nine and not more than eleven Directors. The number of Directors may be increased or decreased from time to time by amendment of this section provided that no amendment has the effect of shortening the term of any single, incumbent Director.

Section 5.02 ELECTION

At each Annual General Meeting the members shall elect the Board of Directors to hold office until the next Annual General Meeting of members and until their successors have been elected and qualified. Each individual Director shall hold the office for the term elected and continue until a successor has been elected and qualified or until such Director resigns.

Section 5.02 (1) Eligibility - To run for any board position, the candidate must be a member of MZU in good standing and have played in a MZU league in the past eighteen months.

Section 5.02 RESIGNATION/REMOVALS

A Director may resign from the Board of Directors at any time by giving written notice of resignation to the Board. Any officer may be removed from office at any time by a two-thirds majority vote of the Board. Any vacancy occurring in the Board of Directors may be filled by the affirmative majority vote of the remaining Directors after a notice of the vacancy has been announced to the membership and members given the opportunity to present themselves as a candidate for the position. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 5.02 (1) Presidential Vacancy - If the President position is vacated for any reason, the Vice President: League would assume the President position until the next Annual General Meeting.

Section 5.04 PLACE OF MEETINGS

Meetings of the Board of Directors shall be held within the greater northeast Avalon, at a place designated by the Board of Directors.

Section 5.05 NUMBER OF MEETINGS

The Board of Directors shall meet at least six times per fiscal year at a time and place as determined by the Board of Directors, with the first one taking place in the first month after the Annual General Meeting.

Section 5.06 NOTICE OF MEETINGS

Any Director may call a meeting of the Board. Actual notice of a meeting shall be served to the person or persons entitled to vote at the meeting at least seven days prior to the meeting and may be served via email. A reminder of a Director's proxy rights shall be included in any notice of meeting.

Section 5.07 EMERGENCY MEETINGS

An emergency meeting of the Board of Directors may be called at the discretion of the MZU Executive provided all reasonable efforts are made to accommodate the attendance of all Board Members.

Section 5.08 PROXIES

A Director may vote by proxy executed in writing by the Director. Intention to vote by proxy and the person voting on their behalf must be communicated to the Vice President: Communications of MZU prior to the meeting and shall be valid only for the meeting named therein.

Section 5.09 QUORUM

The presence at any meeting of not less than one-half (50%) of the number of Directors fixed by the Bylaws, in person or in proxy, shall constitute a quorum. No one Director may hold proxy for more than one-quarter of the quorum. The act of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.10 ACTION WITHOUT A MEETING

Any action requiring a vote that may be taken at a meeting of the Directors may be taken without a meeting provided all Directors have been given an opportunity to express an opinion and a clear majority of the Board of Directors have voted in favour of that action via online polls or email.

Section 5.11 LIABILITY

No Director can be held individually responsible for actions of the Board.

ARTICLE 6 – Officers

Section 6.01 POSITIONS

The officers of MZU shall carry out the day to day operations of MZU in accordance with these Bylaws, and shall consist of a President, Vice President: League, Vice President: Finance, Vice President: Communications, Vice President: Spirit, and up to six Members at Large. Each officer shall be elected or confirmed by the Board of Directors at its annual meeting and shall serve at the pleasure of the Board of Directors without formal compensation but may be reimbursed for expenses incurred.

Section 6.01 (1) Executive Officers - The Executive of MZU will consist of the President and the four Vice Presidents.

Section 6.02 PRESIDENT

The President shall have active executive management of the operations of MZU, subject however to the control of the Board of Directors. The President shall:

1. Serve as Chair of the Board;
2. Be the chief executive officer of MZU;
3. Preside at all meetings of members and Directors;

4. Pursue the business of MZU;
5. Be authorized as a signatory on the MZU bank account; and
6. Perform any other duties as the Bylaws or Board of Directors may prescribe.

Section 6.03 VICE PRESIDENT: LEAGUE

The Vice President: League shall:

1. Assist the President in the business of MZU;
2. Perform all duties incumbent upon the President during the absence or disability of the President;
3. Chair the League Committee and fill the role of League Commissioner for at minimum, the Summer League;
4. Be authorized as a signatory on the MZU bank account; and
5. Perform any duties as prescribed by the Bylaws or the Board of Directors.

Section 6.04 VICE PRESIDENT: FINANCE

The Vice President: Finance shall:

1. Assist the President in the business of MZU;
2. Chair the Finance Committee;
3. Keep correct and complete records of account, showing accurately at all times the financial condition of MZU;
4. Be an authorized signatory on the MZU bank account;
5. Be the legal custodian of all moneys, notes, securities and other valuables that may from time to time come into the possession of MZU;
6. Immediately deposit all funds of MZU into a reliable bank account or other depository to be designated by the Board of Directors and keep this bank account in the name of MZU;
7. Keep statements of the financial condition of MZU and furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of MZU;
8. Be the custodian of the records, including the membership lists and the current voting memberships list;
9. Transfer required monies to affiliated organizations; and
10. Perform other duties as the Bylaws or Board of Directors may prescribe.

Section 6.05 VICE PRESIDENT: COMMUNICATIONS

The Vice President: Communications shall:

1. Assist the President in the business of MZU;
2. Chair the Communications Committee;
3. Attend all meetings of the members and the Board of Directors and shall keep and maintain a true and complete record of the proceedings of these meetings;
4. Disseminate all correspondence to the membership;

5. Coordinate all advertising for MZU events; and
6. Perform other duties as the Bylaws or the Board of Directors may prescribe.

Section 6.06 VICE PRESIDENT: Spirit

The Vice President: Spirit shall:

1. Assist the President in the business of MZU;
2. Chair the Spirit Committee;
3. Work with players, teams and the Board to promote Spirit of the Game;
4. Distribute and manage spirit awards and prizes;
5. Schedule and organize all non-sporting activities;
6. Maintain a database of all volunteers who aid in the running of any MZU activities; and
7. Perform other duties as the Bylaws or the Board of Directors may prescribe.

Section 6.07 MEMBERS AT LARGE

The Members at Large shall:

1. Assist the Executive in the running of MZU;
2. Serve on a minimum of one committee, including at least one of the League, Social or Communications committees; and
3. Perform other duties as the Bylaws or the Board of Directors may prescribe.

Section 6.08 TRANSFER OF AUTHORITY

In case of absence of any Officer of MZU, or for any other reason the Board of Directors may deem sufficient, the Board may transfer the powers and duties of that officer to any director or member of MZU provided a majority of the full Board of Directors concurs.

ARTICLE 7 – Committees and Other Positions

Section 7.01 APPOINTMENT BY BOARD

The Executive shall have the power to appoint committees and other temporary positions on the Board to oversee the operation of MZU. The chair of each committee shall be a member of the Board of Directors. Each committee member shall be a member in good standing of MZU.

Section 7.02 SPECIFIC COMMITTEES

Committees may include, but are not limited to:

1. League Committee for each respective league operated by MZU;
2. Social Committee;
3. Communications Committee;

4. Finance Committee; and
5. Discipline Committee.

Section 7.03 OPERATION OF COMMITTEES

Each Committee, once formed, shall propose policy and action agendas to the Board for approval. Once approved, these shall be used to guide the operations of the specific Committee. Committees may propose modifications to policy and/or agendas to the Board as necessary.

Section 7.04 OTHER POSITIONS

The Board of Directors may appoint other positions which may be filled by members of the Executive, any other member of the Board of Directors, or a member with specific skill set when one is not available from the Board of Directors, and include, but are not limited to:

7.04 (1) UNL Liaison - The UNL Liaison shall be confirmed by a majority vote of the Board of Directors. The UNL Liaison shall: 1. Be a member in good standing of the UNL and MZU. 2. Act as a liaison between the UNL and MZU. 3. Be responsible for collaboration and consultation with the UNL on issues which may possibly include but are not limited to field acquisition, member registration systems, sponsorships and the scheduling of skills clinics.

7.04 (2) Web Designer - The Web Designer shall be confirmed by a majority vote of the Board of Directors. The Web Designer shall: 1. Oversee a group of members responsible for the upkeep and ongoing data entry of the MZU website; 2. Oversee the maintenance of the MZU electronic mailing list, the MZU website and the general functioning of MZU's internet domain names; 3. Ensure that news, schedules, statistics, results, photos, notices of events and/or other information relevant to MZU as determined by the Board can be posted to the MZU web site via a content management web platform.

7.04 (3) Past President - The Past-President is a non-voting, advisory role intended to ensure there is always some continuity between the previous board and the newly elected board. The Past-President is intended to serve for one fiscal year and would not serve in this role for multiple years. The Past President would be invited to all meetings of the Board of Directors. Invites to other meetings would be at the discretion of the chair of that meeting.

ARTICLE 8 – Financial Accounts

Section 8.01 BANK ACCOUNT

The MZU Board of Directors will designate a local financial institution(s) as the depository for all MZU funds.

Section 8.02 AUTHORIZATION

The release of funds from the MZU bank account(s) shall require two officers' signatures. The three officers authorized to sign cheques are the President, the Vice-President: League and, the Vice President: Finance.

8.02 (1) Conflict of Interest - If at any time the Board decides that two of the three signing authorities listed above have a relationship that would put them in a conflict of interest, the President or Vice President: League shall relinquish their signing authority to another Executive member.

Section 8.03 RELEASE OF FUNDS

Requests for funds shall be submitted in writing to an officer of the Board. All non-budgeted disbursements of funds shall be approved by a quorum of the Board of Directors.

8.03 (1) Reimbursements – Any expenses incurred by any Director or member in good standing on behalf of, and with approval from MZU, can be recouped by submitting an expense claim form to the Vice President: Finance. If the expense has not been approved prior to the submission of the expense form, the Vice President: Finance must get approval for the expenses from the Finance Committee.

ARTICLE 9 – Rules of Play

Section 9.01 ULTIMATE RULES

Rules of play, following the current *“Official Rules of Ultimate” as produced by USA Ultimate*, shall describe the rules of play within any MZU sanctioned league and shall be deemed to be a bylaw of MZU (unless otherwise noted in league by-laws or *the MZU Players' Policies as outlined on MileZeroUltimate.com.*)

Section 9.01 (1) Rule Changes - Rules of play will be reviewed and updated, as required each year at the Annual General Meeting, in accordance with voting procedure. House rules for specific leagues can be voted upon by the Board of Directors at the direction of the League Committee prior to the beginning of each league, or to respond to specific situations at the Board's discretion.

Section 9.01 (2) New Rules - Any rule / principal that arises not specifically addressed in the Rules of Play, these bylaws, or amendments will be as addressed at the earliest possible convenience of the Board of Directors or League Committee, depending upon the nature of the rule.

Section 9.02 TEAM COMPOSITION

The Board of Directors has the right to distribute players amongst the teams in a fashion that they feel best suits the respective league. This can include but is not limited to:

1. Self-made teams;
2. Drafts; and
3. Player assignment.

Section 9.02 (1) Balance – The Board will attempt to provide a playing environment that is fair and balanced while recognizing that various skill and competitive levels do exist. If at any point the Board of Directors feel that the balance of the League or that the Spirit of the Game is being abused, the Board may make rule changes or enforce discipline to protect the integrity of the League and game.

Section 9.03 LEAGUE LOGISTICS

Fees, rules, game times, field locations, etc. shall be as the Board of Directors decides based on availability and will be assigned in such a manner as to not intentionally punish or reward any specific member(s).

ARTICLE 10 - Discipline

Section 10.01 SPIRIT OF THE GAME

Ultimate cannot exist without Spirit of the Game. With this in mind, all players, coaches or supporters of MZU are expected to conduct themselves within the boundaries of Spirit of the Game. Members found to be ignoring the basic Spirit of the Game principles may face disciplinary action from the Discipline Committee.

Section 10.02 BEHAVIOR

At all times players, coaches, the Board of Directors, etc. must conduct themselves in an appropriate manner to ensure the respectability and integrity of MZU, its members, and the game itself. Disrespectful behavior or disrespectful language directed at another person shall result in disciplinary action as decided by the League Disciplinary Committee.

Section 10.02 (1) Complaints – Any member may file an official complaint regarding another member or team for actions that they have deemed to be detrimental to the league in any manner by completing and submitting a

complaint to the League's email address (milezeroultimate@gmail.com). Received complaints are investigated by the League Disciplinary Committee in as timely a manner as possible.

Section 10.02 (2) Multiple Complaints – Three complaints against the same member that are deemed valid by the League Disciplinary Committee may result in permanent expulsion from the league.

Section 10.03 EJECTIONS

Any member involved in a physical confrontation with another player should be removed immediately from the game by the respective captains and will be suspended from further play indefinitely pending a review by the Discipline Committee. Any player(s) who is removed from a game should leave the surrounding area, with the player(s) on the team who is leading leaving first. The captains will be required to write an incident report on any ejection that happens while their team is playing.

Section 10.04 INELIGIBLE PLAYER

Any team using a suspended or otherwise ineligible player, in any capacity relating to the playing of the game, will forfeit that game(s) and the team captain may be assessed further disciplinary action.

Section 10.05 DISCIPLINARY ACTION

Any MZU Board member has the authority to remove a player from a league game upon witnessing an action requiring discipline as defined in the MZU Disciplinary policy. If required, further disciplinary action will be determined by the Discipline Committee. Any decision by the Discipline Committee is considered to be a decision of the entire board.

ARTICLE 11 - Amendments

Section 11.01 AMENDMENTS

The powers to alter, amend, or repeal the Bylaws, or to adopt new Bylaws is vested in the members. The Bylaws may contain any provisions for the regulation and management of the affairs of MZU. The Board of Directors may present any alterations, amendments or repeal of the Bylaws to the membership at any *General Meeting*, *provided notification of said changes have been given to the membership a minimum of two weeks in advance*. Amendments to these Bylaws require a two-thirds majority vote at any meeting of members.

Section 11.01 (1) Official Record - The official copy of these bylaws will be kept in paper format by the Vice-President: Finance. A public copy will reside on the Mile Zero Ultimate web site.