



Constitution of The Cumberland Panthers Football Club

***Revised December
2024***

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Constitution of “The Cumberland Panthers Football Club”

Preamble:

This Constitution was first prepared following the first year of operation of the Cumberland “Panthers” Mosquito football team in the autumn of 1993. The purpose of this constitution is to determine the essential direction and authority required to continue a successful and winning program of organized football in Cumberland. This Constitution is dynamic and must never be used to override the adult covenant to provide youngsters with the opportunity to play the game of organized football.

This Constitution was revised in 2008 following significant expansion of the Cumberland Panthers Football Club (The Club) and revised again in 2011, 2016 and 2018. The Club now consists of a variety of teams and programs. The purpose of these revisions at this time is to ensure that The Club is properly focused on its intended purpose and properly recognizes the opportunity and responsibility of ensuring its successful and vibrant future.

Article 1 – Name and Affiliation

- 1.1 The football club shall be known as “**The Cumberland Panthers Football Club**”, hereinafter referred to as “**The Club**”.
- 1.2 The Club may be affiliated with various organizations as a member club such as the National Capital Amateur Football Association (NCAFA), and the Ontario Summer Football League (OSFL). The Club shall endeavor to abide by the constitutions, by-laws and regulations of any and all affiliated organizations.
- 1.3 The Club is a non-profit organization.

Article 2 – Objectives of The Club

- 2.1 *Our Core Values are **Commitment, Discipline, Loyalty, Education, Teamwork, and Fair Play.** We strive to emulate, encourage and foster these values in all that we do.*
- 2.2 The objectives of the Club are:
 - a. To foster and encourage participation by boys and girls in organized football and its peripheral activities;
 - b. To provide fun, recreation, and healthful enjoyment through activities, development programs, and competition for all participants;
 - c. To promote fair play and sportsmanship;
 - d. To develop the skills of the youngsters and young adults in its charge; and
 - e. To have and exercise general care, supervision and direction over participants, coaches and Club officials with emphasis on the enhancement of good character and citizenship.

Article 3 – Club Membership and Voting Rights

- 3.1 Except as stated elsewhere, membership in The Club shall be for the current playing year which shall terminate at the Annual General Meeting (AGM) by a resolution of the Board of Directors.
- 3.2 There shall be three (3) categories:
- a. **Voting Membership at the AGM:** Voting members are parents or guardians of current playing year registered Club players in good standing or players in good standing who have reached the age of 18 by the AGM in place of any parent or guardian. As well, all coaches and team staff, and all members of the Board (see Article 6.8) Notwithstanding the foregoing, no individual person shall have greater than one (1) vote.
 - b. **Alumni Membership:** All former voting members and players are deemed to be Alumni with the privileges invested in an Alumni organization. They have no vote but the Executive Committee may appoint an Alumni director to advise the Executive Committee. This appointment is subject to a two thirds consensus of the Committee; and
 - c. **Associate Membership:** Associate membership may be granted to individuals, businesses or organizations based on a two thirds majority vote of the members present at the AGM. Any voting member may nominate an Associate Member. The associate member may provide advice or financial support but shall not have a vote in the operation of The Club. Associate membership shall be reviewed annually and may be revoked by a two thirds vote of the members attending the AGM.

Article 4 – Board of Governors

- 4.1 The Club Board of Governors, also known as “The Board” shall have full operational control of the Club subject to the provisions of this Constitution.
- 4.2 The Board of Governors shall consist of (see attached Organizational Chart in Appendix A):
- a. An Executive Committee, also referred to as “The Committee”, of up to twelve (12) officers.
 - b. Non-Voting members
 - c. Associate Members
- 4.3 Each member of The Board is responsible to the Voting membership to ensure that they carry out their duties within their terms of reference and this Constitution. A Board member failing to perform their duties may be suspended or dismissed from their duties and responsibilities by the Board, subject to the following conditions:
- a. A Board meeting consisting of a quorum of two thirds (ie. 8 officers if the Committee consists of 12 essential officers) of Board members must be convened;
 - b. A two thirds majority vote shall be required to approve a suspension or dismissal;
 - c. A suspension may be for a fixed period but for no longer than the next AGM; and
 - d. A decision of dismissal shall be effective immediately.

- 4.4 Executive Committee:** The Executive Committee, under the leadership of the President, shall be responsible for the administration of The Club. It shall be accountable to the Voting members and constituted as follows:

Essential Officers:

Voting Members (12), called Executive Committee part of the Board of Governors:

1. President;
2. VP, Football Ops;
3. VP, Club Ops;
4. Treasurer;
5. Secretary;
6. Registrar;
7. Equipment Manager;
8. Director of Varsity League Operations;
9. Director of Girls Programs;
10. Director of Finance;
11. Head Trainer;
12. Past President.

Non-Voting Members part of Board of Governors:

1. Director at Large

Associate Members, Non-Voting:

1. Head Coaches;
2. Team Managers;
3. Non-Contact Team Managers

- 4.5 Elections:** All Executive Committee members shall be nominated and elected at the AGM. Should one of the elected posts become vacant during the year, the Executive Committee shall appoint a replacement through a simple majority vote of The Executive Committee.
- 4.6 Nominations:** The Immediate Past President shall be responsible for nominations and shall normally distribute a proposed slate of candidates to the Voting membership at least seven (7) days prior to the AGM. The slate of candidates will be presented at the AGM and any further nominations shall then be accepted from the floor. Contested positions shall be voted on. A majority vote (more than 50% of the ballots cast) shall be required to declare a winner. Where a majority is not achieved, the person with the least number of votes is removed from the ballot and another vote is taken. This will continue as necessary until a candidate achieves a majority. Positions shall be voted upon in the order they are listed at Article 4.4 “Essential Officers”. Where more than one candidate puts their name forward for any Executive Committee position, there will be a requirement at the AGM to clarify and communicate specifics around how the individual plans on accomplishing the role. Only an existing Executive Committee member may be nominated as President. In the event no member of the Executive Committee is nominated for President, or in the event all nominated Executive Committee members decline nomination, the Executive Committee must approve any nominations for President before any vote is held.

4.7 When more than one candidate puts their name forward for any Executive Committee position, there will be a requirement at the AGM to clarify and communicate specifics around how the individual plans on accomplishing the role.

4.8 Terms:

Executive Committee: The terms of office of the Executive Committee shall commence at the AGM and continue until the next AGM.

Beginning with the Executive Committee elected at the AGM following the 2024 season, positions in Article 4.4 “Essential Officers” (3,6,7,9,11) shall be elected in even number years, and positions in Article 4.4 (1,2,4,5,8,10) shall be elected in odd number years. This is to ensure continuity and ease of transition with the executive committee.

4.9 Attendance: Unless granted a leave of absence by the Board, any Executive Committee member who absents them self from three (3) consecutive meetings shall automatically have their office reviewed and if in the best interests of the Club, declared vacant.

Article 5 – Executive Committee Terms of Reference

Other than as may be set out in this Constitution, the Executive Committee Terms of Reference may, as By-Laws, change from time-to-time to reflect both the changing needs of The Club and to best-capitalize on the specific skills and experience of the members of the Executive Committee. General Terms of Reference for each Executive Committee position may be outlined in the By- Laws of the Club. General Terms of Reference for key Executive Committee roles are outlined as follows:

5.1 President –

- Shall be responsible for managing the day-to-day affairs of The Club.
- Shall oversee and coordinate, including through delegation, all Club programs and initiatives.
- Shall represent The Club and its views, either directly or through a designate, within the various league communities with which The Club is affiliated and to endeavor to ensure that The Club is and remains a member in good standing.
- Shall attend and preside over all Board of Governors meetings as well as The Club AGM.
- Shall participate as an ex-officio member of all standing or Ad hoc committees and working groups.
- Shall oversee the proper administration of discipline for The Club.
- Has signing authority, along with one of the other authorized officers of The Club, as set out in Article 8 of the Constitution, over all Club accounts as part of the overall financial management of The Club.
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.2 Vice President, Football Operations –

- Shall undertake such duties as may be assigned by the President from time-to-time.
- Shall oversee and coordinate, in cooperation with the President, all activities specifically related to football operations, either directly or through a designate. This shall include but is not limited to:
 - Serving in cooperation with the President to ensure appropriate representation of The Club within all affiliated leagues and associations.
 - Chair selection committee for coaches of all programs.

- Administration of coaching development programs.
- Guide and manage all coaching activities.
- Manage game day operations.
- Booking of fields and facilities
- Oversee the Club's management of injuries and concussions.
- Has signing authority, along with one of the other authorized officers of The Club, as set out in Article 8 of the Constitution, over all Club accounts as part of the overall financial management of the Club.
- Shall organize and be responsible for the Disciplinary Committee.
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.3 Vice President, Club Operations –

- Shall undertake such duties as may be assigned by the President from time-to-time.
- Shall oversee and coordinate, in cooperation with the President, all activities specifically related to the administration of the Club, either directly or through a designate. This shall include but is not limited to:
 - Serving in cooperation with the President to ensure appropriate representation of The Club within all affiliated leagues and associations.
 - Registration paperwork and fees and related activities.
 - Sponsorship, fundraising and advertising.
 - Direction to team managers.
 - Administration of the Club's website and social media accounts.
 - Management and retention of documents and historical media.
 - Special events.
- Has signing authority, along with one of the other authorized officers of The Club, as set out in Article 8 of the Constitution, over all Club accounts as part of the overall financial management of the Club.
- Shall provide the Executive direction to the Club Cheer Program
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.4 Treasurer –

- Shall be responsible to receive Club revenues, to maintain such Club bank accounts as directed by the Board, and, where reasonably possible, to maintain regular and timely payment of Club liabilities.
- Shall employ proper accounting practices and standards as part of The Club's overall financial management strategy.
- Shall maintain a proper and up-to-date set of books to record all financial transactions.
- Has signing authority, along with one of the other authorized officers of The Club, as set out in Article 8 of the Constitution, over all Club accounts as part of the overall financial management of The Club.
- Shall attend Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.5 Past President –

- Shall advise the President and any other member of the board on any matters as necessary.
- Shall join any ongoing projects or tasks as so desired.

- Shall attend Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.6 Equipment Manager –

- Shall maintain the Club's inventory of equipment, including, but not limited to, player equipment and field equipment.
- Shall manage any facilities the Club controls for the purposes of equipment storage.
- Shall advise the Board, in the form of research and quotes, on all purchasing of equipment, clothing and storage of such.
- Shall manage all Club clothing requirements.
- Shall ensure each team receives the equipment necessary to operate.
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters

5.7 Secretary

- Shall attend and record all Club meetings where minutes must be taken. This includes, but is not limited to, monthly Executive meetings and the Annual General Meeting
- Shall publish and disseminate all meeting minutes to members of the Executive
- Shall manage the overall Club recordkeeping
- Shall schedule and book club meeting times and spaces as required.
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.8 Registrar

- Shall manage the registration procedures of all Cumberland Panthers programs.
- Shall oversee in-person registration sessions.
- Shall ensure all registration forms are updated to current season.
- Receives League registration direction and communicates it to the Club executive and team managers.
- Works with team managers to ensure team registration lists are current and valid, and all necessary information has been collected.
- Shall ensure any online registration databases are current.
- Shall respond to annual NCAFA Registration audit.
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.10 Director, Varsity League Operations

- Shall provide the day-to-day coordination and oversight of all Varsity programs
- Shall assist in determining the head coaches of the above programs
- Shall attend OSFL Board of Governors meeting on behalf of the Club
- Attends Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.11 Director, Girls Programs

- Shall manage the day-to-day operations of Girls Touch, Girls Tackle and Cheer programs, being the first point of contact.
- Shall conduct the selection process for the Girls Touch Head Coach, Girls Tackle Head Coach and Cheer Program Manager, bringing the recommended individual for each

position to the Executive Committee for approval.

- Shall attend relevant external meetings on behalf of the Club as it pertains to Girls' programs.
- Shall attend Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

5.12 Head Trainer

- Shall ensure each program has a dedicated trainer in place before practices begin and assist in obtaining formal training where required.
- Shall distribute the Club's Concussion Protocol document package to trainers and ensure the contents are understood.
- Shall monitor the Concussion Baseline testing process and report to the Executive Committee on compliance.
- Shall coordinate with the Club Equipment Manager to ensure each program receives their trainer kit before practices begin.
- Shall develop an injury reporting procedure.
- In the event of a serious injury, shall coordinate the insurance claim with the team manager and the OFA.
- Shall attend Cumberland Panthers Executive meeting, providing updates.
- Has a vote on the Cumberland Panthers Executive Board on all matters.

Article 6 – Meetings

- 6.1** There shall be three (3) types of meetings of the Club:
- a. General Meetings;
 - b. Board of Governors' Meetings; and
 - c. Ad-hoc Committee Meetings
- 6.2** The Annual General Meeting (AGM) shall normally be held within 90 days of the last Club game of the year. Its purpose shall be:
- a. to review the activities of the past season;
 - b. to amend the Constitution when appropriate;
 - c. for the Voting membership to elect a new Executive Committee; and
 - d. to discuss the future of The Club
- 6.3** An extraordinary general meeting may be called as required by The Board or on request by a petition to the Board from 25% of the Voting membership.
- 6.4** Board of Governors meetings shall be held:
- a. on a minimum quarterly basis; and
 - b. in an emergency, at the call of the President subject to the conditions of 6.5.b
- 6.5** Notice of meetings and location shall be given by the Club Secretary as follows:
- a. Annual: A minimum of three (3) weeks in advance of the meeting date; and
 - b. Board: A minimum of one (1) week in advance of the meeting date. An emergency Board meeting may be held without the one (1) week notice provided that a quorum of

the Board agrees to such a meeting.

- 6.6 The Secretary shall maintain a written record of decisions from each meeting for review and approval by the Board at their next meeting. These minutes will be disseminated to the Board a maximum of 7 days after each meeting.
- 6.7 A quorum for a Board meeting shall consist of two-thirds (ie. 8 officers if the Committee consists of 12 essential officers) of the Board of Governors.
- 6.8 Voting:
 - a. At an Annual General Meeting (AGM), voting members are parents or guardians of current playing year registered Club players in good standing or players in good standing who have reached the age of 18 by the AGM in place of any parent or guardian. As well, all coaches and team staff, and all members of the Board. Except as detailed at Articles 7.1 and 7.2, a simple majority vote of members attending a General meeting shall be required to approve proposed activities. Notwithstanding the foregoing, no individual person shall have greater than one (1) vote.
 - b. At a Board meeting, each member shall have one vote and the President shall have a second vote in the event of a tie. Except as noted elsewhere, a simple majority vote shall be required to approve proposed activities; and
 - c. The Board of Governors may utilize alternative voting methods as required including but not limited to email voting (see Bylaw 8).

Article 7 – Amendments to the Constitution

- 7.1 This Constitution may only be amended at the AGM. Notice of a proposed amendment must be given to the Secretary in writing at least 30 days before a meeting for inclusion in the notification of the AGM. The proposed amendments shall be distributed to the Voting membership for a 21-day review period prior to the AGM.
- 7.2 Adoption of an amendment shall require a two thirds majority vote of the Voting members attending the AGM.

Article 8 – Finances

- 8.1 Only the President, Vice-President(s) and the Treasurer are authorized to sign cheques in the name of the Club. Two authorized signatures are required on all cheques. Club bank accounts will be established at a Schedule-1 Bank or major credit union in Canada.
- 8.2 The Club fiscal year shall be the calendar year.
- 8.3 An external review of the Club's finances CAN be requested each year at the AGM.

Article 9 – Procedures

9.1 The President shall preside over and govern the conduct of meetings and either the President or the Board may invoke “Robert’s Rules of Order” from time to time should either reasonably believe it to be necessary.

Article 10 – Volunteer Screening

10.1 All volunteers (Coaches, trainers, managers) in contact with our players and all members of the Executive Committee must submit to a screening process which will include a Vulnerable Sector Check. This process shall be otherwise outlined in the by-laws of The Club.

The Club shall have an established policy on how to identify, address and adjudicate instances or suspected instances of abusive behavior, including but not limited to verbal abuse, physical abuse, and sexual abuse.

Article 11 – Club By-Laws

11.1 By-laws may be enacted or modified, from time-to-time, by a two-thirds (ie. 8 officers if the Committee consists of 12 essential officers) majority of the Board.

Bylaw 2: Discipline Committee

The Discipline Committee will follow an annual mandate as follows:

1. Annual review of Panthers Code of Conduct and add, remove, change any clauses that need evaluation and set out the circumstances and manner in which power is exercised and must include good faith, fair and reasonable manner and rules of natural justice must apply.
2. Committee will comprise of VP - Football Operations (lead), and two other Executive Council members to be chosen at the discretion of the VP - Football Operations. The Committee will determine guiding principles such as who would replace a member if conflict arises and a list in order of who would replace a member if a position is not filled yearly.
 - Ex: *Any member will remove themselves if conflict of interest exists with a team they are directly involved with, are involved in the incident themselves or are a family member of person being investigated.
3. 3 members for committee allows for no split decision votes
4. Utilize discipline matrix to help make decisions on punishment. Request board approval for each discipline decision elected to be delivered to a club member.

Bylaw 3: Use of Cumberland Panthers Logo

The Cumberland Panthers Logo (the “Logo”) is the exclusive property of the Club. Any use of the Logo, by parties internal and external to the Club, must be approved by the Club President in written form.

The Logo is the only logo approved for use on clothing, promotional material, documents and online products. Individuals and teams are not permitted to modify the Logo in any way, nor are they permitted to use any other logo to represent the Club or a team without written permission from the Club President.

RATIONALE: The Club Logo is an asset that must be protected. There have been occasions of misrepresentation by entities not associated with the Club. Unified branding must also be encouraged to continue the awareness of the brand in the community.

Bylaw 4: Accounting of Club Funds

Any Cumberland Panthers program that will be fundraising, obtaining sponsorships or collecting money in way to support their program must do the following:

- Appoint one individual as “Treasurer”. This may NOT be the team manager, nor may it be an individual related to the team manager.
- Open a bank account, naming the Treasurer and the team manager as signees.
- Record all income and expenditures on the Program Finance Tracking tool, which will be made available by the Club Treasurer.
- Ensure all funds are dispersed and the account closed by the Program’s end.
- Produce a financial report for the members of the Program.

RATIONALE: Not-for-Profit entities are required to report on all financial activities. This extends our reporting to encompass all aspects of our Club, bringing us into full compliance. It also extends a piece-of-mind to our participants.

Bylaw 5: Privacy Regulations

The following regulations will be followed pertaining to the privacy of the personal information of our Club membership:

1. The Club will not collect OHIP, passport or license information.
2. Membership registration information may not be shared with any entities other than those which are required for program compliance.
3. All registration documents that collect information will contain the following statement:

- *“COLLECTION OF PERSONAL INFORMATION*

Personal Information is information about you that identifies you as an individual, for example, your name, age, address, e-mail address, or telephone number.

We collect information that you voluntarily provide to us through this registration document. This information is required to ensure eligibility in our programs that may be restricted by age, address of residence, gender. This information may be shared with NCAFA, OFA and Football Canada for the purposes of program registration data reporting.

Registering with the Cumberland Panthers acknowledges your email address and/or phone number may be used to communicate with you during the course of the program season.”

Bylaw 6: Protection of Minors

1. All new Club volunteers are required to obtain a Vulnerability Sector Check from the Ottawa Police Service. This Check is to be provided to the Vice President, Club Operations, prior to the start of practices. The Club reserves the right to request a check on a yearly basis from returning volunteers as required.
2. Children under the age of 13 must have a parent present at all practices and games. Coaches and managers are not permitted to bring children to the bathroom and cannot monitor a full group to ensure a child does not wander off. Additionally, in the event of severe weather, children must be removed from the field immediately; an action that requires a parent to be present.
3. The “Rule of Two” must be adhered to at all times. Two (2) NCCP trained or certified coaches must always be present with a minor athlete when in a potentially vulnerable situation such as in a locker room, a vehicle or meeting room. All one-on-one interactions between a coach and an athlete must take place within earshot and in view of the second coach except for medical emergencies.
4. The parent or legal guardian of a minor athlete may at any time choose to be within sight and/or earshot of their child. Coaches and volunteers may not prevent the parent from doing so.

Bylaw 7: LGBTQ Policy

“In order for an athlete to compete at their highest level, I believe it’s important to have a high level of self-worth and confidence. When you are in an environment that accepts you regardless of race, age, religious affiliation or sexual orientation, then and only then can an athlete really push the limits in competition. I realize there is a separation between what we do and who we are but the second we feel as though we have something to hide, our performance suffers. This is the best I have ever played and I think it’s a direct reflection of being proud of who I am, on and off the field.”

Erin Mcleod, Goalkeeper and Olympic Bronze Medallist Canada’s Women’s Soccer Team In London 2012

OVERVIEW

The Club aims to make football in Ottawa a welcoming place for those who identify as lesbian, gay, bisexual, trans (transgender), two-spirited, queer or questioning (LGBTQ2). This policy describes best practices for creating a football environment that is safe and respectful for all.

STANDARDS

1. Establish an inclusive environment of openness and respect for everyone, regardless of ethnicity, race, gender, religion, class, size, or sexual or gender identity.
2. Provide strong, positive leadership that models fair and respectful behaviour.
3. Distribute and raise awareness of this policy to assist in working with LGBTQ2 athletes and coaches.
4. Establish a formal complaint and resolution procedure for perceived violations of this policy.

PRACTICES

1. Avoid assumptions or judgements based on stereotypes or rumour. Assume there are LGBTQ2 members involved with your team, either directly as athletes, coaches or training staff, or indirectly as family members or friends.
2. Never ask someone about their sexual orientation, gender identity or pro-nouns.
3. Make support for LGBTQ2 team members visible and intentional, using LGBTQ2 inclusive language.
4. Panthers coaches and volunteers who are LGBTQ2 themselves should consider taking steps to live their sport life more openly as an out coach.
5. Act quickly to address LGBTQ2 phobic language, jokes and actions that ridicule or put down LGBTQ2 people, women or any minority groups.
6. The Panthers will include “Other” and “No Response” on any forms or documents where Gender is requested.
7. Under no circumstances shall any program or team under the Panthers’ umbrella limit participation to any athlete based on ethnicity, race, gender, religion, class, size, or sexual or gender identity.
8. Perceived violations of this policy should be submitted in writing to the Cumberland Panthers’ Immediate Past-President who will investigate the complaint, provide

educational resources to those affected, and if necessary, recommend disciplinary measures to the Panthers' Disciplinary Committee.

METRICS

1. Participation: Openly out coaches. For greater clarity, this is not to actively compel a coach to participate or identify themselves as a member of the LGBTQ2 community.
2. Representation: Instances of visible ally behaviour.
3. Procedure: Club publishing of own equity policies.
4. Procedure: Complaints of discrimination by participants.

Bylaw 8: Electronic Communication and Virtual Participation Policy

In an effort to modernize our practices and reduce the paper-based bureaucratic burden on the Club, the Club adopts the following:

1. Voting Members, in addition to voting in person, may vote by mail, telephone or other electronic means, in addition to or in lieu of proxies if satisfactory identification of the Voting Member can be reasonably established;
2. Notices to Members can be made via telephonic, electronic or other means of communication and consent of the Members is not required. Any special business must include enough detail to permit members to form reasoned judgment and must include the text of any resolution.
3. At the discretion of the Board, meetings may be conducted in person or virtually through electronic platform or in a hybrid platform of in person or virtual. The Board decision is final and binding. For greater clarity, Members cannot “demand” electronic participation if the Board indicates that the meeting shall be conducted in person.

Bylaw 9 – Board of Directors

1. Qualifications for Directors:
 - a. Must be at least 18 years of age;
 - b. Not be bankrupt;
 - c. Must have mental competency; and
 - d. It is not required for a director to be an active member of the Club.
2. Each Director shall sign consents to serve annually.
3. Any change pertaining to the size of the Board of Directors to increase or decrease numbers beyond the fixed number shall be made by Articles of Amendment;
4. Standard of Care for Directors:
 - a. Act honestly, in good faith with a view to the best interest of the Club; and
 - b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
5. A director shall be appointed chair of the Board of Directors and shall carry out the duties of the chair in accordance with the bylaws.