

MINOR TRACK ASSOCIATION (OF ONTARIO)

BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Minor Track Association (of Ontario).

(a)

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – the Minor Track Association (of Ontario).
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Registrant* – an individual who is an athlete, coach, executive member, or official who is registered with a Club Member or New Club Member
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- j) *Special Resolution* – a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the voting members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the voting members entitled to vote at such meeting.

(1)

1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.

(b)

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

(c)

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

(d)

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

(e)

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

(f)

ARTICLE II MEMBERSHIP

2.1 Categories – The Corporation has the following categories of Member:

- a) Club Member – An incorporated local or regional organization that offers athletics programs for minor athletes
- b) New Club Member – An incorporated local or regional organization that offers athletics programs for minor athletes and intends to become a Club Member of the Corporation after completing a six (6) month probationary period
- c) Affiliate Member – An organization that supports, sponsors, or otherwise has similar interests in the enhancement of the Corporation or its purpose
- d) Director Member – Any individual who is elected or appointed as a Director of the Corporation in accordance with the By-laws
- e) Honourary Member – Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Corporation or its purpose

2.2 Registration – Each category of Member must register with the Corporation annually and agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

Authority of Members

2.3 Membership Authority – The voting Club Members of the Corporation will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

Admission and Renewal of Members

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate member has paid fees as prescribed by the Board;
- d) For Director Members, the candidate member is not an employee or contractor receiving \$500 or more in compensation from the Corporation;
- e) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- f) The candidate member meets any other condition of membership determined by the Board;
- g) The candidate member has met the applicable definition listed in Section 2.1; and
- h) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 Duration – Unless otherwise determined by the Board, membership with the Corporation begins as described below and ends as described below or when the member resigns or is terminated from membership:

- a) Club Member – begins on the date the Board accepts the member's registration and ends on a date determined by the Board common to all Club Members

- b) New Club Member – begins on the date the Board accepts the member's registration and ends when the New Club Member has been accepted as a Club Member following a probationary period of at least six (6) months
- c) Affiliate Member – begins on the date the Board accepts the member's registration and continues indefinitely
- d) Director Member – begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director
- e) Honorary Member – begins on the date the Board accepts the member's registration and continues indefinitely

2.6 Fees – Membership fees will be determined by the Board.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership in the Corporation is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation's policies;
- f) The Member's death or dissolution, as applicable; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.13 Arrears – A Member will be expelled from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Board. Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.14 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

Good Standing

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

3.4 Temporary Registrants – The Board may permit the temporary registration of individuals, for a time period determined by the Board and/or by the Club Member or New Club Member, and may determine an amount of fees payable by these individuals. Temporary Registrants are not counted when determining voting rights for Club Members.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (**14**) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

4.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of **twenty** percent (**20%**) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

4.3 Participation/Holding by Electronic Means – Any person entitled to attend a special meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

4.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

4.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

4.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

4.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

4.8 Quorum – Twenty-five percent (25%) of Club Members in good standing present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

4.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

4.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, delegates representing their respective Club Members, the Directors, the auditors of

the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of their Club Member, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

4.12 Voting Rights – Members in good standing have the following voting rights at all meetings of the Members:

- a) Club Members may appoint a Delegate from their respective Club to attend a meeting of the Members and vote on behalf of the Club Member. Each Club Member carries up to two (2) votes based on the number of Registrants registered with the Club Member in the following manner:
 - i. Fewer than 5 Registrants – no votes
 - ii. Between 5 and 25 Registrants – one vote
 - iii. More than 25 Registrants – two votes
- b) New Club Members may appoint a Delegate to attend a meeting of the Members, but the Delegate does not have a vote
- c) Affiliate Members may appoint a Delegate to attend a meeting of the Members, but the Delegate does not have a vote
- d) Director Members do not have a vote.
- e) Honourary Members do not have a vote.

4.13 Voting Powers – Each voting Member votes on every issue.

4.14 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

4.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to

represent the Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative.

4.16 Proxy Voting – Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder must be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.

4.17 Proxy Holder – A proxy holder may only hold a maximum of two (2) proxies.

4.18 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary prior to the vote being taken.

4.19 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation is not able to identify how each Member voted.

4.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

5.4 Past President – The immediate Past President of the Corporation may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board.

5.5 Geographical Restriction – No more than two (2) Directors may be affiliated with the same Club Member.

Eligibility of Directors

5.6 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be a Registrant;
- b) Be eighteen (18) years of age or older;
- c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have the power under law to contract;
- e) Not be an employee or contractor receiving **more than \$500** in compensation from the Corporation;
- f) Have not been declared incapable by a court in Canada or in another country; and
- g) Not have the status of bankrupt.

Election of Directors

5.7 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors and ensure that the composition of the Board meets any geographical restrictions as described in these By-laws. **The nominations committee may make known to its members, recommendations for specific, preferred skill sets that may be desired to improve board composition and decision making.**

5.8 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;

- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be submitted to the Registered Office of the Corporation seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

5.9 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election seven (7) days prior to the Annual General Meeting.

5.10 Circulation of Nominations – Valid nominations will be circulated to Members 3 weeks prior to the elections.

5.11 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

5.12 Election – Directors will be elected at each Annual Meeting as follows:

- a) The President, Secretary and up to two (2) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) The Vice President, Treasurer, and up to three (3) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.

5.13 Elections – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is

declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

5.14 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

5.15 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

5.16 Term – Past President – The Past President will serve a term of one (1) year unless the Past President resigns or is removed from or vacates the position.

Resignation and Removal of Directors

5.17 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.18 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be of unsound mind;

- e) The Director charged and/or convicted of any criminal offence related to the position;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

5.19 Removal – A Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

5.20 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term.

Meetings of the Board

5.21 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors.

5.22 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

5.23 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least two (2) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

5.24 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

5.25 Number of Meetings – The Board will hold at least three (3) meetings per year.

5.26 Quorum – At any meeting of the Board, quorum will be two-third (2/3rd) of the Directors.

5.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, electronically, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

5.28 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

5.29 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

5.30 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

5.32 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation;
and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

5.33 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

5.34 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation for the purposes of furthering the objects and purposes of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE VI

OFFICERS

6.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, Treasurer, and Past President.

6.2 Term – The term of the Officers) will be two (2) years or until they or their successors are elected or appointed.

6.3 Duties – The duties of Officers are as follows:

a) The President:

- i. Serves as the chief volunteer of the Corporation
- ii. Provides leadership to the Board
- iii. Chairs meetings of the Board and meetings of the Members
- iv. Recommends to the Board which committees are to be established
- v. Seeks volunteers for committees and coordinates individual Director assignments
- vi. Appoints the chairpersons of committees, in consultation with other Directors
- vii. Ensures that Board matters are handled properly, including committee functioning, recruitment of new Directors, orientations, and meeting preparation
- viii. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
- ix. Monitors financial planning and financial reports
- x. Evaluates the performance and the effectiveness of the Directors

- xi. Annually evaluates the performance of the Corporation in achieving its mission and objectives
- xii. Speaks to the media and represents the Corporation to the community
- xiii. Annually reviews governance matters that relate to the Board's structure, role, and relationship to staff
- xiv. Represents the Corporation at meetings with government representatives
- xv. Represents the Corporation at provincial and national meetings and conferences
- xvi. Performs such other duties as may from time to time be established by the Board

b) The Vice President:

- i. In the absence or disability of the President, perform the duties and exercise the powers of the President
- ii. Reports to and works closely with the President to assist with his or her duties
- iii. Works on special areas of responsibility such as membership, media, personnel, or annual events
- iv. Performs such other duties as may from time to time be established by the Board

c) The Secretary:

- i. Develops agendas for meetings of the Board and meetings of the Members
- ii. Maintains records of the Board and ensures effective management of the Corporation's records
- iii. Submits all required documents to the government and to any provincial or national organization, as applicable

- iv. Manages the minutes of meetings of the Board and meetings of the Members
- v. Ensures notice of meetings of the Members and minutes of meetings of the Members are distributed in a timely manner
- vi. Is sufficiently familiar with legal documents (articles, By-laws, etc.) to note applicability during meetings
- vii. Performs such other duties as may from time to time be established by the Board.

d) The Treasurer:

- i. Manages the finances of the Corporation, including the Board's review of, and action related to, financial responsibilities
- ii. Ensures appropriate financial reports are made available to the Board
- iii. Regularly reports to Board on key financial events, trends, concerns, and assessment of fiscal health
- iv. Provides an annual budget to the Board
- v. Chairs the Finance Committee (when constituted) and prepares agendas for meetings
- vi. Recommends to the Board whether the Corporation should have an audit or a review engagement
- vii. Assists in the selection of an auditor, if required
- viii. Works with the auditor (when appointed) or the person appointed to conduct a review engagement (when appointed)
- ix. Performs such other duties as may from time to time be established by the Board.

e) The Past President:

- i. Chairs the Nominations Committee
- ii. Performs such duties as may from time to time be established by the Board.

6.4 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director or Officer.

6.5 Multiple Positions – With the exception of the position of President, a Director may hold multiple Officer positions.

6.6 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

6.7 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

6.8 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

(g)

7.2 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

7.3 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.

7.4 Removal – The Board may remove any member of any Committee.

7.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be November 1st to October 31.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

8.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation’s revenue for the previous fiscal year was less than \$100,000, the Members may decline, by 80% resolution, to appoint an auditor.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial

Statements will be provided to any Member requesting a copy of the Financial Statements not less than fourteen (14) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

8.7 High-Value Expenses – The Members must approve, by Ordinary Resolution, any expenditure of the Corporation that costs \$5,000 or 20% of the Corporation’s cash balance, whichever is less.

8.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.9 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

8.10 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

8.11 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.12 Conflict of Interest – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX

AMENDMENT OF BY-LAWS

9.1 Voting – These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these By-laws. Any amendments, revisions, addition or deletions will be effective immediately.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – The Corporation may be dissolved in accordance with the Act. Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts and liabilities will be distributed to one or more not-for-profit corporations with similar objectives as the Corporation, as determined by the Board of Directors.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

- a) 5.12 – Election
- b) 5.16 – Terms

1.2 Current Board Composition – The current Board composition of the Corporation, prior to May 2020, allowed for ten (10) Directors which included four (4) Officer positions, between two (2) and five (5) Director-at-Large positions, and a Past President. As of May 2020, the Board consisted of the following:

- a) Four (4) Officer positions filled by three (3) individuals – President, Vice President/Treasurer, and Secretary
- b) Five (5) Director-at-Large positions filled by five (5) individuals – Directors “A”, “B”, “C”, “J”, and “S”

1.3 Elections and Expirations at Annual Meetings – The following elections will occur at the next three Annual Meetings of the Corporation:

- a) 2021 Meeting – No elections – except to fill any vacancies, and/or to add directors with preferred skill sets to improve governance
- b) 2022 Meeting – Elections for all positions

1.4 Repeal of this By-law #2 – After the elections at the 2023 Annual Meeting, the Board transition period will have completed, and this By-law #2 will be repealed.