BY-LAWS FOR THE NORTH BAY CANOE CLUB

A by-law related generally to the transaction of the business and affairs of the NORTH BAY CANOE CLUB.

BE IT ENACTED and it is hereby enacted as a by-law of the NORTH BAY CANOE CLUB (herein after called the "Canoe Club") as follows:

1. OBJECTS

None specified.

2. MEMBERSHIP

a) MEMBER DEFINITION

Membership to the North Bay Canoe Club is as follows:

Voting Member

- Sprint Program
 - Each Sprint program and adult program participant who participates in club sanctioned regattas, who's fees for the entire season are paid up and are 18 years of age or older
 - A parent or guardian of a sprint program participant, if the participant has not reached 18 years of age
 - In the case of multiple sprint program participants in one family the parent will have the ability to cast votes for each participant
 - Program participants will have access to club facilities and equipment as agreed to by the North Bay Canoe Club

Associate Member (Non-voting)

- Adult Program
 - Each participant in a full season adult program is considered an Associate Member unless they participate in club sanctioned regattas and then will be classified as voting members as defined above
 - Program participants will have access to club facilities and equipment as agreed to by North Bay Canoe Club
 - Associate Members will have no voting rights on North Bay Canoe Club matters

- Sprint program participants who do not participate in club sanctioned regattas (recreational only) will be considered associate members of the club
 - A parent or guardian of a sprint program participant (recreational only), if the participant has not reached 18 years of age
 - Program participants will have access to club facilities and equipment as agreed to by North Bay Canoe Club
 - Associate Members will have no voting rights on North Bay Canoe Club matters
- An individual member of an association or corporation which provides fees to the North Bay Canoe Club for the use of the facility and equipment. (le. Nipissing Rowing Club, corporate dragon boat, etc.).
 - Each of the participant's names (associate members) must be provided to the club and their fees have to be paid in full as agreed to by North Bay Canoe Club and the association or corporation.
 - Parent or guardians of participants who have not reached the age of 18 will be considered as Associate Members
 - Program participants will have access to club facilities and equipment as agreed to by North Bay Canoe Club
 - Associate Members will have no voting rights on North Bay Canoe Club matters
- Spring and fall training participants
 - Participants who only participate in the spring or fall training will be classified as Associate Members
 - A parent or guardian of a sprint program participant, if the participant has not reached 18 years of age
 - Program participants will have access to club facilities and equipment as agreed to by the North Bay Canoe Club
 - Associate Members will have no voting rights on North Bay Canoe Club matters

Paddle Camp Participants

 Parents or guardians of paddle camp participants will not be considered as members of the North Bay Canoe Club

Members must be in good standing and have paid for the entire season. Partial season participation does not constitute membership.

A Voting Member or Associate Member can become Director of the North Bay Canoe Club Board if elected under the terms of the North Bay Canoe Club bylaws.

b) TERM

Membership in the North Bay Canoe Club runs from July 01 to June 30 each year

c) <u>DUES</u>

Dues for members of all ages shall be determined annually by the Board of Directors. Persons showing financial need will not be refused membership of the Canoe Club.

d) <u>WAIVER</u>

All Canoe Club members and program participants must have a parent/guardian signature on a waiver prior to acceptance, as part of their registration package. Those who have reached the age of eighteen may sign the waiver themselves.

3. BOARD ·· MEMBERS

The affairs of the Canoe Club shall be managed by a board of 13 directors, each of whom, at the time of his/her election or within 10 days thereafter throughout his/her term of office shall be a member of the Canoe Club.

4. AMENDING FORMULA

These by-laws may be amended at any annual meeting provided that the proposed amendments have been filed with the secretary at least 30 days prior to such meeting along with sufficient copies for mailing to the members and provided that the proposed amendment is passed by at least two-thirds of the votes cast at such meeting.

It shall be the duty of the secretary to mail such proposal to the last known addresses of the members at least 14 days prior to such meeting.

The Operating Rules and Procedures may be amended at any Directors' meeting, providing that notice is given in advance to all directors.

5. QUORUM

A quorum for transaction of business at any general meeting shall be at least 8; if there be less than 8 present the meeting shall be adjourned at least two days to a date fixed by those present, at which meeting quorum requirements shall be waived.

6. MEMBERS

a) PERSONS ENTITLED TO BE PRESENT AT MEETINGS

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, and the auditor, if any, of the Canoe Club and others who have the consent of all those properly present at the meeting.

b) VOTING RIGHTS

Voting at any meeting shall be available only to those individuals who have qualified for membership within the preceding 13 months,

c) <u>PROXIES</u>

Every member may by instrument in writing appoint a proxy to vote at meetings of members. The proxy notice must be in writing or in such form as the chair of the meeting may accept as sufficient and shall be deposited with the secretary of the meeting prior to the commencement of the meeting.

d) MEETINGS OF MEMBERS

The annual meeting of the Canoe Club shall be held before January of the coming year or as otherwise determined by the executive. General meetings of the membership may be called upon written request of any 10 members or upon the request of the Commodore, or the board of directors.

e) NOTICE OF MEETINGS OF MEMBERS

Notice shall be mailed to all members within 14 days of any members' meeting to the last known address of such member. Public notice of all annual meetings at least 10 days in advance shall be placed to the current membership electronically.

f) <u>ERRORS OR OMISSIONS IN NOTICE</u>

No error or omission in giving out notice of meeting shall invalidate such meeting unless the error or omission was patently intentional or was the result of gross negligence

g) PROCEDURE AT ANNUAL MEETING

The Commodore, one of the Vice Commodores, or such person as chosen by the Board, shall chair the meeting. The order of business shall be:

Secretary's report;
Treasurer's report;
Reports of other members of the executive;
Commodore's report;
Election of director's;
Appointment of auditor

h) RULES OF PROCEDURE

Rules of procedure at the annual general meeting of the Canoe Club shall be governed by Roberts Rules, in case of doubt.

7. FINANCIAL MATTERS

a) <u>YEAR-END</u>

The fiscal year shall terminate on the 31st day of October in each year, unless otherwise determined by the directors and approved by the auditor.

8. BOARD OF DIRECTORS

a) <u>COMPOSITION</u>

The affairs of the Canoe Club shall be managed by a board of 13 directors, each of whom at the time of his/her election or within 10 days thereafter and throughout his/her term of office shall be a member of the Canoe Club. A minimum of 7 Directors must be representative of voting members, or a majority of Directors. One non-member from the community at large is permitted to fill a specific function.

b) <u>ELECTION AND LIMITATIONS ON SERVICE</u>

Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified. Directors shall be eligible for re-election upon completion of their term, except that no director may serve continuously for more than five years, except the Commodore who may, as Past Commodore, serve for one year more. Any director who has served for five years shall again become eligible after one year during which he/she has not been a director. The election may be a show of hands unless a ballot be demanded by any member. The members of the Canoe Club may, by resolution passed by at least two-

thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office; and may; by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

c) POWERS

The directors of the Canoe Club shall administer the affairs of the Canoe Club in all things and make or cause to be made for the Canoe Club, in its name, any kind of contract which the Canoe Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Canoe Club is by its charter or otherwise authorized to exercise and do.

The directors of the Club shall from time to time have sole authority to determine:

- a) the duties of the officers of the club, and
- b) the operational rules and procedures of the Club and to make any amendments and changes there be.

The directors shall be empowered to determine who may be members of the club, categories of membership, if any, and criteria for being a member in good standing.

d) OFFICERS OF THE CLUB

The officers shall include a Commodore, Past Commodore, Secretary, Treasurer, Director of Technical Services (1st Vice Commodore), Director of Paddling (2nd Vice Commodore), and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except for the office of Commodore. The said officers shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election then the incumbents, being members of the board, shall hold office until their successors are elected.

e) <u>EXECUTION OF DOCUMENTS</u>

Deeds, transfers, licences, contracts and engagements on behalf of the Canoe Club shall be signed by either the Commodore or the Vice-Commodore and by the Secretary and the Secretary shall affix the seal of the Canoe Club to such instruments as require the same.

Notwithstanding any provisions to the contrary contained elsewhere in these by-laws, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Canoe Club may or shall be executed. However, contracts in the ordinary course of the Canoe Club operations may be entered into only by the Commodore and one other director.

f) <u>VACANCIES</u>

Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Canoe Club, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

In conditions where the number of directors is below the prescribed number and a critical position is unfilled, the Board may appoint past members to serve as a Director.

g) <u>INDEMNIFICATION</u>

Every Director, officer, coach, official, instructor and volunteer or-the Canoe Club and his heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the. Canoe Club, from and against:

All costs charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced .or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her offices:

All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Canoe Club.

h) REMUNERATION OF DIRECTORS

The directors shall receive no remuneration from the Canoe Club for acting as such.

9. BOARD MEETINGS

a) <u>QUORUM</u>

Four directors shall form a quorum for the transaction of business, Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine, No formal notice of such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence, Director's meetings may be formally called by the Commodore or Vice-Commodore or by the Secretary on the direction of the Commodore

or Vice-Commodore or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or faxed to each director not less than one day before the meeting is to take place, The statutory declaration of the Secretary or the Commodore that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent A director's meeting may also be held, without notice, immediately following the annual meeting of the Canoe Club. The director's may consider or transact any business either special or general at any meeting of the board.

b) ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS c)

Questions arising at any meeting of directors shall be decided by a majority of votes. The Commodore shall not vote except in the case of an equality of votes, in which case he/she shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Commodore that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

THESE BY~LAWS PASSED at general meeting of the Canoe Club dated the 8th day of November 2017 at North Bay Canoe Club in the City of North Bay.

Edward Hong

Commodore

Date