

BY-LAWS



BUCKHORN COMMUNITY
CENTRE
& ATHLETIC ASSOCIATION

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NAME

- 1.1 The Corporation's legal name is the Buckhorn Community Centre and Athletic Association, hereafter known as the BCC.

AIMS AND OBJECTIVES

- 2.1 The BCC is a non-profit, charitable organization that provides programs and activities for the residents of the Buckhorn community and surrounding areas.
- 2.2 The BCC aims to:
- a. Promote the Corporation and the local Buckhorn area and include a focus on arts, culture and tourism.
 - b. Maintain an uncompromising level of professionalism in meeting the community's needs.
 - c. Promote better health through recreation, sports and wellness programs.

DEFINITIONS

- 3.1 As used in this bylaw, the following expressions shall have the following meanings:
- a. "Annual Meeting" means the Annual General Meeting of the members of the Corporation.
 - b. "Board" means the Board of Directors of the Corporation.
 - c. The Buckhorn Community Centre and Athletic Association shall be referred to as the "Corporation" in this document.
 - d. The Ex-Officio Members shall be non-voting members of the Board.
 - e. The Election Process at Annual General Meetings:
 - Virtual – Members must immediately email the Secretary their vote while the AGM is still in process.
 - In-person: Members will vote by secret ballot, which the secretary will collect and record. Candidates receiving a plurality of votes will be elected.
 - When the number of candidates equals the number of vacancies and no further nominations are coming from the floor, no election is held, and the candidates are deemed to be elected.

- 3.2 In this Bylaw:

- a. Words importing the singular number shall include the plural number and vice versa unless the context otherwise requires.
- b. Words importing the masculine gender shall include the feminine gender and vice versa unless the context otherwise requires.
- c. Persons shall include firms, corporations and unincorporated associations.

NON-PROFIT CORPORATION

- 4.1 The activities of the Corporation shall be carried out without the purpose of monetary gain for its members.
- 4.2 The Corporation may engage in any enterprise consistent with the Aims and Objectives of the Corporation. Any resulting monetary gain shall be used to promote its Aims and Objectives, and no part of its funds shall be distributed to its members.
- 4.3 The Corporation must devote its resources to charitable activities carried out by the Corporation.
- 4.4 The Corporation is exempt from income tax, and donations to the Corporation are tax deductible.

HEAD OFFICE / SEAL

- 5.1 The Head Office of the Corporation shall be 1782 Lakehurst Road, Buckhorn, Ontario, K0L 1J0, in the Municipality of Trent Lakes, in the County of Peterborough. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

MEMBERSHIP

6.1 Members

Any full-time or seasonal resident in Buckhorn or the surrounding areas who seeks membership in the Corporation according to the provisions of the Bylaws of the Corporation shall become a member of the Corporation upon payment of the annual dues.

6.2 Classifications

Membership classes of the Corporation shall consist of four: Single, Family, Bronze and Lifetime.

6.3 Lifetime Membership

Shall be granted to an individual, without dues, at the discretion of the Board of Directors.

6.4 Dues, Rights, and Privileges

All members of the Corporation shall have the right to vote, hold Office, and participate on volunteer committees.

There shall be annual dues payable by members to be fixed by a majority vote of the Board, which shall become effective only when confirmed by a vote of the members at an annual or other general meeting. Membership dues shall be payable annually, not later than the current Annual General Meeting date. Memberships are not transferrable. Annual fees may be adjusted at the direction of the Board of Directors.

All members must complete an application.

6.5 Voting by Members

Subject to the provisions, if any, contained in the Corporation's Letters Patent, each member who has attained the legal age shall be entitled to one vote on each question arising at any general meeting of the members. Members must vote in person or virtually.

At all general meetings of members, every question shall be decided by a majority of the votes of the members present and/or virtually. Every question shall be decided in the first instance by a show of hands and/or electronic ballot unless any member demands a poll. Upon a vote or by poll, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour

of or against such resolution. In case of an equality of votes, the President shall cast the deciding vote.

6.6 Membership Year

The Corporation's membership year shall commence on January 1st and end on December 31st each year.

OFFICERS

7.1 Names of Officers

The Officers of this Corporation shall be the President, Vice-President(s), Treasurer, Secretary, and Past-President (non-voting, unless a current member of the Board.)

7.2 Election of Officers

Elections for Officers shall be held at the first regularly scheduled meeting of the Board following the Annual General Meeting. As noted above, the Officers shall be elected by the Directors from the elected membership of the Board. An Officer shall assume office upon election. If any Officer vacates their position before the expiration of a standard term, the Board will elect a Director to fill the vacated office.

Officers' Term of Office and Duties

7.3 Term of Office

All Officers of the Board shall serve until the first meeting of the Board following the Annual General Meeting.

7.4 Officers' Duties

a. President

The President has full power and responsibility for the Corporation's organization, management, direction, and supervision within the board's governing policies and procedures. The President shall preside at all meetings of the Corporation and of

the Board and shall see that all orders and resolutions of the Board are carried out. The president co-signs these Bylaws.

b. Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as required by the Board.

c. Past-President

The past President may remain on the Board in a non-voting capacity and perform such duties as the Board may assign to the office. The past President shall serve for one year or a term defined by the Executive Committee.

d. Treasurer

- i. The Treasurer maintains the corporation's financial records according to the Bylaws.
- ii. The Treasurer is also responsible for overseeing and reporting on the corporation's financial position monthly to the Board and annually at the Annual General Meeting.

e. Secretary

- i. The Secretary is responsible for recording and reporting the corporation's monthly Minutes, the Annual General Meeting, and personal information regarding the Board. The Minutes and relevant correspondence regarding matters about the Corporation must be kept confidential.
- ii. The Secretary also ensures that these records are maintained according to the Bylaws. The Secretary co-signs these Bylaws.

DIRECTORS

8.1 Membership

The Board shall consist of 12 directors. A Director shall assume office upon election.

8.2 Director's Duties

- a. The Board shall administer the affairs of the Corporation in all matters and make or cause to make for the Corporation, in its name, any contract which the Corporation may lawfully enter into and, generally, shall exercise all other powers

and do all such other acts and matters as the Corporation is by its charter or otherwise authorized to exercise and do.

- b. The Board may retain such portion of the Corporation's funds as it may from time to time deem required for current purposes on deposit in a chartered bank in Canada.
- c. The Board may acquire and hold real property and sell, lease or otherwise dispose of it.
- d. The Board may borrow money for the Corporation and mortgage or charge real or personal property of the Association or its sources of funds as security.
- e. The Board shall hire all Employees, Contract Employees and Show Directors and decide their remuneration and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Corporation.

NOMINATIONS AND ELECTIONS

9.1 Nominations Committee Composition

- a. The Past-President, as available, shall be the Chair of the Nominations Committee. If the Past President cannot act, the Board shall appoint a Chair.
- b. The Board shall appoint one additional board member to the Nominating Committee, plus an additional community member approved by the Board, to bring the total number of members to three. Membership will include two current board members and one community member appointed by the Board.

9.2 Elections

Elections will be held at the Annual General Meeting in years with a vacancy on the Board. New Directors are recruited to provide turnover for the Board.

9.3 Term of Office

- a. The Nominations Committee shall be appointed for a one-year term, commencing on December 1st and ending on November 30th
- b. Members of the Nominations Committee are eligible for two consecutive terms. Any Board member up for re-election in the current year is not eligible to be appointed to the Nominations Committee.

9.4 Nominations Committee Duties

- a. The Nominations Committee shall solicit nominations from the members at least 90 days before the Annual General Meeting for one or more candidates for each board vacancy to be filled at the next election. It shall select the candidates to ensure a broad representation of different backgrounds and experiences and the geographic distribution of the membership.
- b. If the Nominations Committee cannot submit a full slate, the Board shall be apprised by the end of January of the coming year.
- c. No candidate shall be presented who, at the time of nomination, is not a member in good standing of the Corporation.
- d. The list of candidates, nominated by the Nominations Committee, signed by the Chair of the Nominations Committee, and accompanied by the written consent of the nominees, shall be placed in the hands of the President and shall be posted at the Buckhorn Community Centre at least 30 days before the Annual General Meeting.
- e. If a vacancy exists, nominations for positions on the Board may be solicited from the floor at the Annual General Meeting. Candidates must be nominated and seconded by members in good standing.
- f. The Nominations Chair shall conduct the election process at the Annual General Meeting. The Directors elected shall take office at the close of the Annual General Meeting.

BOARD OF DIRECTORS

10.1 Composition

- a. The Corporation's officers and Council members from the Municipality of Trent Lakes and the Township of Selwyn shall serve on the Board of Directors.
- b. The Corporation's General Manager, Accounting Clerk, and Council members from the Municipality of Trent Lakes and Selwyn Township shall serve as ex-officio members.
- c. All Officers, Directors, and ex-officio members (excluding employees) shall be paid-up members of the Corporation when taking office.
- d. As the Board is responsible for hiring and paying paid employees and remunerations for contract employees, it is considered a conflict of interest to have paid or contract employees or members of their immediate families as Directors.

10.2 Term of Office

Directors shall serve for a maximum of three, three-year terms for nine years. A final 10th year may be served as Past-President. They shall be elected for terms expiring in different years. Each Director shall serve until the adjournment of the Annual General Meeting.

10.3 Termination of Directors

The office of Director shall be considered vacated:

- a. If a Director resigns his office.
- b. In the case of continued failure by a Director to participate fully in the deliberations of the Board due to prolonged absences of more than two (2) regular Board meetings or three consecutive months, other than excused absences, the Board may, by a vote of two-thirds of its members, declare the office of such Director vacant.

10.4 Vacancies

- a. In the case of a vacancy in the Board due to the incapacity, resignation or death of an elected member, the remaining members may, by majority vote, appoint from those candidates not elected at the Annual General Meeting a qualified member in good standing of the Corporation to fill the vacancy until the next regular election when the vacancy shall be filled through election by members of the Corporation.
- b. When there are no candidates to recruit from a previous election, the Nominating Committee will reconvene to solicit candidates from the membership who are in good standing. The Nominating Committee will recommend suitable candidates to the Board, and the Board will vote on each candidate by a show of hands. Should there be a tie, a ranking system will be used to determine the candidate to hold office until the next Annual General Meeting.
- c. The Board may also determine that the vacancy will not be filled before the next Annual General Meeting.

10.5 Quorum

A two-thirds majority of the elected members of the Board shall constitute a quorum. If a quorum cannot be attained, the meeting shall be adjourned until a quorum will be available.

10.6 Remuneration of Board Members

Board Members shall receive no remuneration for acting as such. Board Members may receive reimbursement for reasonable expenses incurred concerning Corporation matters.

10.7 Donations

The Board shall take such steps as they deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations to further the Corporation's objects.

10.8 Executive Committee

The Executive Committee of the Board shall consist of the President, Vice President(s), Treasurer, Secretary and the Immediate Past-President.

MEETING PROTOCOL

11.1 Rules of Order

Meetings of the Board are conducted in accordance with controlling statutes, applicable bylaws, regulations, procedures, and policies. In the absence of such statutes, bylaws, regulations, procedures, or policies, meetings are conducted by the current edition of ***Robert's Rules of Order, newly revised***. A Board action that conflicts with a previous action takes precedence. All motions, resolutions, or other propositions requiring Board action will, whenever feasible, be reduced to writing before submission to a vote.

MEETINGS

12.1 Annual General Meeting

- a. The Corporation's Annual General Meeting shall be held between the 1st day of March and the 30th day of April at the time and place determined by the Board. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement, and the auditors' report shall be presented, and a Board of Directors shall be elected. An Auditor shall be appointed for the ensuing year.
- b. The quorum for an Annual General Meeting is 30 members.
- c. In consultation with the Vice President, the President shall prepare the agenda and necessary materials for the Annual General Meeting. The agenda shall include the Minutes of the previous AGM, the corporation's annual financial statements, and appropriate information and action items.

12.2 Meetings

a. Board Meetings

In addition to the Annual General Meeting, the President, with the approval of the Board, shall schedule regular monthly meetings for each calendar year from January to December, save and except August.

b. Special Meetings

Board Members may request special meetings of the Corporation and shall be called by the President upon the verbal or written request of 25% of the Corporation's board members. These Special meetings may be time-sensitive and are intended for specific discussions or decisions. Only business specified in the call for a meeting shall be transacted. At least seven days' notice shall be given. The President may waive this notice when the issue is time-sensitive.

c. In-Camera Session (Closed Meeting)

The President may call an in-camera session of the Board upon a two-thirds vote of a quorum of the Board, where information is provided that is not reflected in the Minutes and not available to the public. Some topics that may be discussed during in-camera sessions include personnel decisions, financial decisions that must be kept secret (for example, where the organization is contemplating purchasing land but does not yet want competitors or the public to know about

this strategy), or matters of pending or probable litigation related to the organization. It is understood that those present will hold all discussions from this session as confidential. No motions shall be made or seconded in-camera.

d. Planning Meeting

The President shall determine the time and date for an annual planning meeting for the Board's self-evaluation and goal-setting.

e. Board Meeting Agenda

- i. The President, in consultation with the Vice President, shall prepare the agenda and necessary materials for each of the meetings of the Board.
- ii. The agenda shall include minutes of the previous meeting, a financial statement detailing the expenditures and revenues of the Corporation, and appropriate information and action items.
- iii. The agenda materials shall be made available to members of the Board at least five days before the regularly scheduled meeting.
- iv. Board Members may not act on a matter not included on the meeting agenda except in an emergency as determined by the President with Board approval.

f. Voting

Each Board Member shall be entitled to one vote on each matter submitted for a vote. The Board Member shall cast such their vote in person or virtually. At any meeting of the Board at which a quorum is present in person or virtually, the vote of a simple majority is required to decide the question presented.

12.3 Executive Meetings

The President may call an Executive Meeting at the President's discretion. In addition, at the discretion of the President, the Executive Committee may meet to consider emergency measures, make recommendations to the Board, and carry out actions based on previous Board action or preliminary to future Board action.

12.4 Notice of Meeting

No public notice or advertisement of Board meetings, annual or general, shall be required, except for notice of the day, hour and place of every such meeting shall be made available to each Director at their preferred address at least seven days before the meeting.

12.5 Conduct of Meetings

If neither the President nor the Vice President is present within 15 minutes after the time appointed for holding the meeting, or if neither the President nor the Vice President is willing to act as Chair, then the members present shall choose someone of their number to be Chair by a show of hands.

CORPORATION COMMITTEES

13.1 Standing and Annual Committees

- a. **Establishment.** The Corporation may establish standing and annual committees to consider affairs of the Corporation that require continuous or repeated attention by members.
- b. **Composition.** Unless otherwise provided for by these Bylaws or by action of the Corporation, each standing and annual committee shall be composed of members, each of whom shall be an active member in good standing of the Corporation.
- c. **Term of Office.** Unless otherwise provided for by these Bylaws or by action of the Corporation, members of standing committees shall be appointed for three years.
- d. **Review.** Each standing Corporation-level committee shall self-assess on an annual basis.
Any standing and annual committee shall continue until its purpose is accomplished or discharged by the Corporation or the Board.

13.2 Notification

The Board shall publish annually a complete list of existing committees, their functions, and membership for the membership's information.

13.3 Appointments

The Board will appoint committee chairs, whose terms of office shall commence upon appointment and end at the Annual General Meeting. With the board's approval, the president shall fill vacancies on committees.

13.4 Voting

Committee votes may be taken in person at meetings, by mail, e-mail, or virtually, by a show of hands or secret ballot. All members shall be canvassed using the same method simultaneously.

13.5 Reports

Unless otherwise specified in these Bylaws, each committee shall report on its work at the Corporation's Annual General Meeting in the following manner: committees shall transmit their report to the Board no later than 30 days before the Corporation's Annual General Meeting.

Reports containing Corporation action recommendations shall be presented at a regular Board meeting. If a copy of a report was distributed to the membership either before or at the beginning of the meeting, and unless a majority of the members present and voting demand a reading of the report, its presentation may be limited to a summary of the findings and a reading of the recommendations. Other reports shall be published to the membership not later than four months after the Annual General Meeting.

FINANCES

14.1 Fiscal Year

Unless otherwise ordered by the Board of Directors, the corporation's fiscal year commences on January 1st and terminates on December 31st each year.

14.2 Banking

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be

signed by any two Officers of the Corporation (President and Treasurer) in such manner as shall from time to time be determined by resolution of the Board of Directors. Any two of such Officers may endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers. The Corporation's General Manager (GM) and the Manager of Finance (MOF) shall be deemed cheque-signing officers and the President and Treasurer. Any one of such Officers so appointed by the Board may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

14.3 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board. Any securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. Such authority may be general or confined to specific instances.

14.4 Notice

Whenever, under the provisions of the Bylaws of the Corporation, notice is required to be given, such notice may be given either personally – or by depositing same in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the Director, Officer or member at his address – or by email addressed to the Director, Officer or member at his email address, as the same appears on the books of the Corporation. To send any notice, the postal or email address of any member, Director or Officer shall be his last address as provided by the member.

14.5 Borrowing

The Officers, with approval by the Board, may, from time to time:

- a. Borrow money on the credit of the Corporation; or
- b. Issue, sell or pledge securities of the Corporation; or

- c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts, or any other obligation of liability of the Corporation.

Such transactions in (a), (b) or (c) may only be done for the Corporation's business and not for the personal benefit of the Officers or Board members.

From time to time, the Officers may make arrangements concerning the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given, therefore, with power to vary or modify such arrangements, terms and conditions and to provide such additional securities for any sums of money borrowed or remaining due by the Corporation as the Officers may authorize, and generally to manage, transact and settle the borrowing of funds by the Corporation.

EXECUTION OF DOCUMENTS

15.1 Documents

The president or vice president shall sign deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation.

Contracts of the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer, or any person authorized by the Board.

The President, Vice-President, or Treasurer, or any one of them, with approval of the Board, may transfer any shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board may, at any time by resolution, direct how, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

16.1 Retention of Books and Records

The Board shall see that all necessary books and records required by the Corporation's bylaws or any applicable statute or law are regularly and properly kept at the Corporation's Head Office.

16.2 Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation, shall invalidate such meeting or make void any proceedings taken thereat, and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings are taken or had thereat. In the event of any dispute regarding the Bylaws' meaning or intent, the Board's interpretation is final.

16.3 Amendment of the Bylaws

These Bylaws may be amended by a 2/3 vote at the corporation's Annual General Meeting, provided the president submits the amendments 30 days before the Meeting.

REPEAL OF OLD BYLAWS

17.1 Bylaws

Upon the coming into force of the foregoing Bylaws, all the Bylaws of the Corporation previously in force shall stand revoked.

PASSED by the membership and Board of Directors and sealed with the corporate seal
this:

30th day of April, 2025.

Margaret Roberts
PRESIDENT - name

Susan King
SECRETARY - name

Margaret Roberts
PRESIDENT - signature

Susan King
SECRETARY - signature

The preceding Bylaws are hereby passed by the Directors and membership of the
Corporation under the Corporations Act, as evidenced by the respective signatures of the
appointed Directors.