

## TABLE OF CONTENTS

<b>TOPIC</b>	<b>PAGE</b>
NAME	2
AIMS AND OBJECTIVES	2
DEFINITIONS	2
NON-PROFIT CORPORATION	2
HEAD OFFICE / SEAL	3
MEMBERSHIP	3
6.1 Members	3
6.2 Classifications	3
6.3 Lifetime Membership	3
6.4 Dues, Rights and Privileges	3
6.5 Voting By Members	3
6.6 Membership Year	3
OFFICERS	4
OFFICERS' TERM OF OFFICE AND DUTIES	4
DIRECTORS	4
DIRECTORS' DUTIES	4
NOMINATIONS AND ELECTIONS	5
9.1 Nominations Committee Composition	5
9.2 Term of Office	5
9.3 Nominations Committee Duties	5
BOARD OF DIRECTORS	6
10.1 Composition	6
10.2 Term of Office	6
10.3 Termination of Directors	6
10.4 Vacancies	6
10.5 Quorum	7
10.6 Remuneration of Board Members	7
10.7 Donations	7
10.8 Executive Committee	7
BOARD MEETINGS	7
11.1 Rules of Order	7
11.2 Annual General Meeting	7
11.3 Special Meetings	7
11.4 Regular Meetings	8
11.5 Executive Meetings	8
11.6 In-Camera Session (Closed Meeting)	8
11.7 Planning Meetings	8

11.8 Meeting Agenda	8
11.9 Notice of Meeting	8
11.10 Conduct of Meetings	8
11.11 Voting by Board Members	9
CORPORATION COMMITTEES	9
12.1 Standing and Annual Committees	9
12.2 Notification	9
12.3 Appointments	9
12.4 Voting	9
12.5 Reports	9
FINANCES	10
13.1 Fiscal Year	10
13.2 Banking	10
13.3 Deposit of Securities for Safekeeping	10
13.4 Notice	10
13.5 Borrowing	10
EXECUTION OF DOCUMENTS	11
BOOKS AND RECORDS	11
15.1 Retention of Books and Records	11
15.2 Error or Omission in Notice	11
REPEAL OF OLD BY-LAWS	12

## **NAME**

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

## **AIMS AND OBJECTIVES**

- 2.1 The BCC is a non-profit organization that provides activities for, and enrichment to the lives of the residents of the Buckhorn community and surrounding areas.
- 2.2 The BCC aims to:
- a. Promote the Corporation and the local Buckhorn area in particular, with culture and tourism in general.
  - b. Maintain an uncompromising level of professionalism in meeting the needs of the community.
  - c. Promote better health through 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.
- 3.2 In this Bylaw:
- a. Words importing the singular number shall include the plural number and vice versa, unless the content otherwise requires.
  - b. Words importing the masculine gender shall include the feminine gender and vice versa, unless the content otherwise requires.
  - c. Persons shall include firms, corporations and unincorporated associations.

## **NON-PROFIT CORPORATION**

- 4.1 The activities of the Corporation shall be carried on 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 in promoting 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 on 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 1801 Lakehurst Road, Buckhorn, Ontario, K0L 1J0, in the Township of Galway-Cavendish and Harvey, 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 three: Single, Family 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 on an annual basis, not later than the date of the current Annual General Meeting.

- 6.5 **Voting By Members.** Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation 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.

At all meetings of members, every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll is demanded, 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 favor of or against such resolution. In case of an equality of votes at any annual or general meeting, whether upon a show of hands or by a poll, the President shall be entitled to a second or casting vote.

- 6.6 **Membership Year.** The Corporation's membership year shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup> each year.

## **OFFICERS**

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

Elections for Officers shall be held the first regularly scheduled meeting of the Board, following the Annual General Meeting. The Officers, as noted above, shall be elected by the Directors from the elected membership of the Board. The normal term of an Officer elected at this time shall run until the next regularly scheduled election. An officer shall assume office upon election. If any Officer vacates their position prior to the expiration of a normal term, the Board will elect a Director to fill the vacated office. In the absence of the President, the Vice-President will preside.

## **OFFICERS' TERM OF OFFICE AND DUTIES**

- 7.2 **Term of Office.** All Officers of the Board shall serve until the first meeting of the Board following the Annual General Meeting.

- a. **President.** The President has full power and responsibility within the framework of the Board's Governing Policies and Procedures for the organization, management, direction and supervision of the Corporation. 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.
- 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.

## **DIRECTORS**

- 8.1 The Board shall consist of twelve (12) members. A Director shall assume office upon election.
- 8.2. **Elections:** Director's terms are for two (2) years and shall be held in alternating years to provide continuity of the Board.

## **DIRECTORS' DUTIES**

- 8.3
  - 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 kind of 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 funds of the Corporation as it may from time to time deem be 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 purposes of 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 Staff, Contract Staff 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 Immediate Past-President, as available, shall be the Chair of the Nominations Committee. In the event that the Immediate Past President is unable to act, then the Board shall appoint a Chair. No member of the Board shall serve on the Nominations Committee, except in the capacity of Chair.
- b. The Board shall appoint additional members to the Nominating Committee to bring the total number of members to three (3).

**9.2 Term of Office.** The Nominations Committee shall be appointed for a one-year term following the Annual General Meeting. The term ends with its final report to the membership, by the Chair. Members of the Nominations Committee, upon expiration of their terms, shall not be eligible for immediate reappointment

### **9.3 Nominations Committee Duties.**

- a. The Nominations Committee shall solicit from the members, at least ninety (90) days prior to the Annual General Meeting, nominations of one (1) or more candidates for each board vacancy to be filled at the next election. It shall select the candidates in such manner as to assure as broad a representation as possible of different backgrounds and experience and geographic distribution of the membership.
- b. In the event that the Nominations Committee is unable to 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 prior to the Annual General Meeting.

- 9.3 e. Nominations for positions on the Board may be solicited from the floor at the Annual General Meeting.
- f. The Nominations Chair shall conduct the election process at the Annual General Meeting. Candidates receiving a plurality of votes shall be elected. The Directors elected shall take office at the close of the Annual General Meeting.

## **BOARD OF DIRECTORS**

### **10.1 Composition.**

- a. The Board of Directors shall include the Officers of the Corporation Directors and a Council member from Galway, Cavendish and Harvey Township.
- b. The Corporation's Manager, Bookkeeper and Council member from Galway, Cavendish and Harvey Township, shall serve as ex-officio members.
- c. All Officers, Directors and ex-officio members (excluding staff) shall be paid-up members of the Corporation at the time of taking office.
- d. In as much as the Board is responsible for the hiring and payment of salaries for paid staff and remunerations for contract staff, it is considered a conflict of interest to have paid or contract staff or members of their immediate families as Directors.

### **10.2 Term of Office.**

- a. Directors shall serve for two (2) years. 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 (3) consecutive months, other than excused absences, the Board may, by vote of two-third of its members, declare the office of such Director vacant.

#### 10.4 **Vacancies.**

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.

#### 10.5 **Quorum.**

A two-thirds (2/3rds) majority of the elected members of the Board shall constitute a quorum. If a quorum cannot be attained, the meeting shall be adjourned until such time as 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 in connection with Corporation matters.

#### 10.7 **Donations.**

Board shall take such steps as they shall deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

#### 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.

### **BOARD MEETINGS**

#### 11.1 **Rules of Order.**

Meetings of the Board are conducted in accordance with controlling statutes and applicable bylaws, regulations, procedures, or policies. In the absence of such statutes, bylaws, regulations, procedures, or policies, meetings are conducted in accordance with 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.

#### 11.2 **Annual General Meeting.**

The Annual General Meeting of the Corporation shall be held between the 1<sup>st</sup> day of March and the 30<sup>th</sup> day of April at the time and place as 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 report of the auditors shall be presented and a Board of Directors elected. An Auditor shall be appointed for the ensuing year.

#### 11.3 **Regular Meetings.**

In addition to the Annual General Meeting, regular monthly meetings, from February to December, save and except July, unless deemed necessary, for each calendar year, shall be scheduled by the President with the approval of the Board.

#### 11.4 **Special Meetings.**

Special meetings of the Corporation may be requested by Board Members and shall be called by the President upon the written request of twenty-five percent (25%) of the members of the Corporation. At least thirty (30) days notice shall be given and only business specified in the call shall be transacted.

#### 11.5 **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, to make recommendations to the Board, and to carry out actions based on previous Board action or preliminary to future Board action.

#### 11.6 **In-Camera Session (Closed Meeting).**

The President may call an in-camera session of the Board upon a two-thirds (2/3rds) 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 discussion from this session as confidential. No motions shall be made or seconded in-camera

**11.7 Planning Meeting.**

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

**11.8 Meeting Agenda.**

- a. Under the direction of, and in consultation with the President, the Secretary shall prepare the agenda and necessary materials for each of the meetings of the Board.
- b. 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.
- c. The agenda materials shall be made available to members of the Board at least seven (7) days prior to the regularly scheduled meeting.
- d. Board Members may not take action concerning a matter not included on the meeting agenda except in an emergency situation as determined by the President with Board approval.

**11.9 Notice of Meeting.**

No public notice or advertisement of Board meetings, annual or general, shall be required, but notice of day and hour and place of every such meeting shall be made available to each Director at their preferred address at least seven (7) days prior to the meeting.

**11.10 Conduct of Meetings.**

If neither the President nor the Vice-President is present within fifteen (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.

### 11.11 **Voting by Board Members.**

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

## **CORPORATION COMMITTEES**

### 12.1 **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 By-Laws 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 By-Laws or by action of the Corporation, members of standing committees shall be appointed for two (2) years.
- d. **Review.** Each standing Corporation-level committee shall be reviewed on a regular schedule.  
Any standing and annual committee shall continue in existence until its purpose is accomplished or it is discharged by the Corporation or by the Board.

### 12.2 **Notification.**

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

### 12.3 **Appointments.**

The Board will appoint committee chairs whose term of office shall commence upon appointment and end at the Annual General Meeting. Vacancies on committees shall be filled by the President with the approval of the Board.

### 12.4 **Voting.** Committee votes may be taken in person at meetings, by mail, or by e-mail, and all members shall be canvassed by the same method simultaneously. Votes that are not taken in person must be confirmed at the next meeting. Each committee shall

have the authority to set a time limit within which the votes of the members shall be recorded.

- 12.5 **Reports.** Unless otherwise specified in these By-Laws, each committee shall report on its work at the Annual General Meeting of the Corporation in the following manner: committees shall transmit their report to the Board no later than thirty (30) days before the Annual General Meeting of the Corporation.

Reports containing recommendations for action by the Corporation 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 (4) months after the Annual General Meeting.

## **FINANCES**

- 13.1 **Fiscal Year.** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall commence on January 1<sup>st</sup> and terminate on December 31<sup>st</sup> each year.
- 13.2 **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 (2) Officers of the Corporation (President, Vice-President(s) 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 Manager and Bookkeeper of the Corporation shall be deemed cheque signing officers. 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.
- 13.3 **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 and all 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.
- 13.4 **Notice.** Whenever, under the provisions of the By-Laws 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. For the purpose of sending any notice, the postal or email address of any member, Director or Officer shall be his last address as provided by the member.

13.5 **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 to the personal benefit of the Officers or Board members.

From time to time, the Officers may make arrangements with reference to the moneys 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 give such additional securities for any moneys borrowed or remaining due by the Corporation as the Officers may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **EXECUTION OF DOCUMENTS**

14.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President.

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 by 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 and all 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 and all 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 By-Laws of the Corporation, the Board 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 Corporation may or shall be executed.

### **BOOKS AND RECORDS**

- 15.1 **Retention of Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept at the Head Office of the Corporation.
- 15.2 **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 taken or had thereat. **In the event of any dispute as to the meaning or intent of the By-Laws, the interpretation of the Board shall be final.**

### **REPEAL OF OLD BY-LAWS**

- 16.1 Upon the coming into force of the foregoing By-Laws, all the By-Laws of the Corporation previously in force shall stand revoked.

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

day of 2008

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PRESIDENT

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SECRETARY

The foregoing By-Laws hereby passed by the Directors of the Corporation pursuant to the Corporations Act, as evidenced by the respective signatures of all the Directors.