

# **The Waterloo Region Nordic Sports Club**

Bylaws, June 19, 2024

## 1. Head Office

The head office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario, and at such a place as the directors may from time to time determine.

## 2. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors of no fewer than five (5) and no more than twelve (12) individuals, each of whom at the time of their election and throughout their term of office, shall be a member of the Corporation.

### 2.1 Election of Board of Directors

Directors shall be elected at the Annual General Meeting. The election may be by show of hands unless any member demands a ballot. If there are more candidates for the Board than there are positions to be filled, then each member present may vote for no more than the maximum number of directors, and the Directors with the most votes will be the ones elected to the Board of Directors.

### 2.2 Term of Board of Directors

The term for Directors is 2 years, except during the transition period, as discussed below.

### 2.3 Board Election during Transition Year, 2024-2025

In order to have a degree of continuity on the Board, it is undesirable that all Board members stand for election each year. At the 2024 Board election, candidates for the Board may elect to serve for a single year or for two years.

### 2.4 Removal of Directors

The members of the Corporation may, by resolution passed by a majority 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 their term of office, and may, by a majority of votes cast at that meeting, elect any person in their stead for the remainder of their term.

## 3. Vacancies, Board of Directors

Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in the office, be filled by the Directors from among the members of the Corporation, if

they see fit to do so; otherwise the vacancy will be filled at the next annual or general meeting of the Corporation; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the voting members to fill the vacancy. If a Director is not a member at the time of their appointment, they must become a member within ten (10) days, or else their appointment will be deemed null and void.

#### 4. Quorum and Meeting, Board of Directors

A majority of the 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 places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence, or if the Board determines at the conclusion of any meeting the time and place of its next meeting. Directors' meeting may be called by the President or Vice-President, or by any two Directors at any time. Notice of such meetings shall be delivered by the Secretary not less than two days prior to any meeting taking place. 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 meetings no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Board of Directors must meet within 10 days following its election at the annual meeting. Board meetings may be held in person, or electronically.

#### 5. 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 proceeding taken or had at such meetings and any Director may waive notice at any time of any such meeting and may ratify and approve of any or all proceeding taken or had thereat.

#### 6. Protection of Directors

Every Director or Officer of the Corporation or other person designated by the Board of Directors who has undertaken or is about to undertake any liability of the Corporation on behalf of the Corporation, and their 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 funds of the Corporation, from and against: a) all costs, charges and expenses whatsoever which such Director, Officer or other person designated by the Board of Directors sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them on or about the execution of their duties of office or in respect of any such liability; b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts or defaults of any other Directors or Officers or employee or for joining in any receipt or an act of conformity or any other loss, damage or expense happening to the Corporation through the insufficiency or deficiency or title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage from bankruptcy, insolvency, or tortious act of any person, firm or corporation, with who or which any monies, securities or effects shall be lodged or deposited, or for any loss, damage or misfortune whatsoever which may happen in the execution or supposed execution of the duties of their respected office or trust or in relation thereto unless the same happen by or through their own willful act or their own willful default.

#### 7. Voting, Board of Directors

Questions arising at any meeting of the Directors shall be decided by a majority of votes. The Chair shall not vote on any matter unless there is a tie, in which case the Chair shall vote. All votes at such meetings 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 and dissent. A declaration by the Chair 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 records in favour of or against such resolution.

#### 8. Powers

The Officers of the Corporation shall sign such contracts, documents or instructions in writing as require their respective signatures, and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned them by the Board of Directors.

Without any way derogating from the foregoing, the Directors are expressly powered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, warrants, options or other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such considerations and upon such terms and conditions as they may deem advisable.

#### 9. Remuneration of Directors and Officers

The Directors and Officers shall receive no remuneration for acting as such.

## 10. Nomination of the Directors

The Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall, prior to the Annual Meeting of members, make due enquiry and nominate at least as many members in good standing who consent and undertake to act as a Director or Officer, if elected, as may be required to fill all vacancies on the Board and shall report such nomination to the Board not less than ten (10) days prior to such Annual Meeting.

A nomination shall be accepted from a member in good standing for any or all positions on the Board of Directors from the floor at the Annual Meeting provided that each nominee has consented to be nominated verbally or if absent, in writing.

## 11. Officers of the Corporation

The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Of these, the President, Vice-President, Secretary and Treasurer shall be appointed by the Board of Directors from among themselves.

## 12. Duties of the President

The President shall

- Preside at all meetings of the Corporation and the Board of Directors
- Have the usual privileges of the office
- Be charged with the general management and supervision of the overall policies and affairs of the Corporation
- Sign such documents as may require a President's signature in accordance with the Corporation's bylaws
- Perform such other duties as may be assigned by the Board
- Report to the board and other committees from time to time upon request, on any phase of management operation and generally to the affairs of the Corporation
- Be *ex officio* a member of all committees of the Board of Directors

## 13. Duties of the Vice-President

The Vice-President shall

- Perform the duties of the President, in their absence
- Assist the President in administrative matters upon request of the President
- Perform such duties as may from time to time be determined by the Board

## 14. Duties of the Secretary

The Secretary shall

- Attend all meetings of the Board of Directors

- Record all facts and minutes of all proceedings in the books kept for that purpose
- Give all notices required to be given to Members and to Directors
- Prepare and distribute all notices of meetings, as required, to Directors and Members
- Be the custodian of all books, papers, records, correspondence, contracts and other documents
- Perform such duties as may from time to time be determined by the Board.

#### 15. Duties of the Treasurer

The Treasurer shall

- Perform the usual duties of a Treasurer
- Prepare an annual budget upon consultation with other Officers of the Corporation
- Keep full and accurate accounts of all receipts and disbursements of the Corporation and prepare books of account
- Deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors
- Disburse the funds of the Corporation under the direction of the Board of Directors taking proper vouchers thereof
- Render to the Board of Directors at the regular meetings thereof or whenever required of them, an account of their transactions as Treasurer, and of the financial position of the Corporation
- Perform such duties as may from time to time be determined by the Board

#### 16. Duties of other Directors and Officers

The duties of all other Directors and Officers of the Corporation shall be such as their terms of engagement call for or the Board of Directors by resolution requires of them.

#### 17. Execution of Documents

Deeds, transfers, licenses, contracts, assurances and engagements of every kind on behalf of the Corporation shall be signed by any two of President, Vice-President, Secretary or Treasurer. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary or Treasurer or by any person authorized by the Board.

The President, Vice-President, Secretary or Treasurer or any two of them or any person from time to time designated by the Board of Directors may transfer any and all of the 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 make, execute and deliver 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 bylaws of the Corporation, 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 obligation of the Corporation may or shall be executed.

## 18. Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or bylaw are regularly and properly kept.

## 19. Membership

Membership of the Corporation shall be composed of such persons who, having paid the prescribed registration fee, shall agree to abide by and comply with the policies and procedures of the Corporation. The prescribed registration fee and categories of membership shall be determined annually by resolution of the Board of Directors.

## 20. Voting Members

A Voting Member of the Corporation must be a Member of the Corporation, and must be eighteen (18) years of age. If a member is under the age of eighteen (18), then that member's parent or guardian may act as a Voting Member on their behalf. No Voting Member may have more than one vote.

## 21. Membership fees

All memberships expire on June 30 of each year. The club will notify previous-year members when registration opens for the following year. Annual memberships are not transferable and are not refundable.

## 22. Annual and Other Meetings of Members

### 22.1 Scope of Members' Meetings

The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the Members.

### 22.2 Calling of Members' Meetings

The Board of Directors or the President or the Vice-President shall have power to call at any time a general meeting of the members of the Corporation. Members holding not less than 10%

of the voting rights of the Corporation may also request a meeting at any time by contacting the Board. Members' meetings may be conducted in person, or electronically. No public notice or advertisement of Members' meetings, Annual or General, shall be required, but notice of the time and place of such meeting shall be given to each member ten (10) days prior to the meeting by email, at the email address provided at the time of registration.

### 22.3 Proxy voting at Members' meetings

Proxy voting is permitted at Members' meetings, subject to the following constraints. Proxies may only be voting members, and each proxy may hold a maximum of 3 proxy votes. Proxy forms must be registered with the WRNSC Secretary a minimum of five (5) days prior to the Members' meeting, using the proxy form specified by the WRNSC Board of Directors.

### 22.4 Annual Meeting

At every annual 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 and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. In order to provide time for financial statements and reports to be prepared, the annual meeting will be held no earlier than one month after the close of the Corporation's fiscal year.

### 23. Errors 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 such meeting and may ratify, approve and conform any or all of the proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be their last address records on the books of the Corporation.

### 24. Adjournments

Any meeting of the Corporation or of the Directors may be adjourned at any time from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from with adjournment took place. No notice shall be required of any adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### 25. Quorum of members

A quorum for the transaction of business at any meeting of Members shall consist of not less than fifteen (15) Members present in person, or electronically. Quorum must be maintained though any meeting of Members.

#### 26. Financial Year

The financial year of the Corporation shall terminate on the 30<sup>th</sup> of April, or on an alternate date set by resolution of the Board of Directors.

#### 27. Amendment of Bylaws

Bylaws of the Incorporation may be enacted, repealed or amended by resolution enacted by a majority of the members voting at a Members' meeting duly called for the purpose of considering the said bylaw.

#### 28. Interpretation

In the bylaws and all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or a gender shall include the plural number or any gender as the case may be, and *vice versa*, and references to persons shall include firms, corporations, regions and any other item recognized by the Corporation.

#### 29. Rules of Order

The rules contained in the current editions of "Robert's Rules of Order Newly Revised" shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.