

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of the St. John's Rod and Gun Club (the "SJRG").

WHEREAS the SJRG was incorporated under the Act on the 7th day of September, 1960;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the SJRG to take effect in accordance with Section 12.01 as follows:

SECTION 1 INTERPRETATION

Definitions

1.01 In all By-laws and resolutions of the SJRG, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act* (the "Act"), including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
(<https://www.assembly.nl.ca/legislation/sr/statutes/c36.htm - 1>)
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the SJRG.
- (c) "Board" means the Board of Directors of the SJRG.
- (d) "By-laws" means this by-law and all other by-laws of the SJRG as amended and which are, from time to time, in force and effect.
- (e) "Director" means an individual elected or appointed to the Board in accordance with Section 5.
- (f) "Member" means a member of the SJRG in accordance with Section 3.01 of this By-law.
- (g) "Members" or "Membership" means the collective membership of the SJRG.
- (h) "Officer" means an officer of the SJRG in accordance with Section 6 of this By-law.
- (i) "Operating Policies" means the operating policies approved by the Board in accordance with Section 2.06 of this By-Law.
- (j) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- (k) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.
- (l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

Interpretation

1.02 In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and that are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and vice versa;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION 2 FINANCIAL AND OTHER MATTERS

Financial Year

2.01 Unless otherwise changed by resolution of the Board, the financial year end of the SJRGC shall be the last day of December in each year.

Banking Arrangements

2.02 The banking business of the SJRGC shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by two (2) Officers of the SJRGC. These two (2) Officers will normally be the Treasurer plus the President and/or Senior Vice President. Other Directors may by ordinary resolution of the Board from time to time be designated, directed or authorized to carry out banking business.

Execution of Documents

2.03 Deeds, transfers, assignments, contracts, obligations and other documents in writing requiring execution by the SJRGC may be signed by any of its Officers, Directors, or other persons authorized by Ordinary Resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the SJRGC to be a true copy thereof.

Level of Financial Review

2.04 The SJRGC shall be subject to the requirements relating to the appointment of an accountant and level of financial review required by the Act.

Annual Financial Statements

2.05 The SJRGC shall make available to the Members copies of the annual financial statements and any other documents required by the Act between 21 to 60 days before the day on which an AGM is held or before the day on which a written resolution in lieu of an AGM is signed, unless a Member declines in writing to receive them. Alternatively, the SJRGC may give notice to the Members stating that such documents are available and any Member may request a copy free of charge by prepaid mail or to be transmitted electronically.

Operating Policies

2.06 The Board may adopt, amend, or repeal by ordinary resolution such operating policies that are not inconsistent with the By-laws of the SJRGC relating to such matters as terms of reference of committees, the duties of Officers, a Board code of conduct, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent ordinary resolution of the Board.

Rules of Order

2.07 Any meetings of the Members, Executive, Board or Committees must be held in accordance with the most current edition of *Robert's Rules of Order* (<https://robertsrules.com>).

SECTION 3 MEMBERS AND MEMBERSHIP

Eligibility and Full Membership Conditions

3.01 There shall be one (1) class of Members in the SJRGC.

3.02 Any individual, currently residing in the Province of Newfoundland and Labrador, and expressing an interest in the objects of the SJRGC, shall be eligible for membership.

3.03 Any individual, not currently residing in the Province of Newfoundland and Labrador, and expressing an interest in the objects of the SJRGC, shall be eligible for membership at the discretion of the Board.

Membership fees

3.04 The annual fees for membership in the SJRGC shall be payable in advance on or before the end of February of each year. Individuals failing to pay their fees within thirty (30) days following the due date shall be automatically dropped from Membership in the SJRGC.

Adjustment of fees

3.05 The annual membership fee(s) for the SJRGC must be set to allow there to be: a) an emergency contingency fund of no less than twenty thousand dollars (\$20,000); b) changes in operating costs due to annual inflation; and c) other costs arising out of the need to fulfill Federal or Provincial government regulations. The base membership fee is that established in 2024 (not including HST and on-line transaction fees) and is one hundred and twenty dollars (\$120). Adjustments to the annual membership fee to fulfill the conditions outlined above are the responsibility of the Board (cf. the Act, Clause 428). All adjustments to the membership fees must be fully and transparently explained to the members by the Board at an AGM.

Extraordinary adjustment of fees

3.06 Extraordinary changes in membership fees, that is those beyond that necessary to fulfill the obligations set out in Section 3.05, shall only be permitted after consultation with the Membership and passage of an Ordinary Resolution at: an annual AGM; or if there are exigent circumstances at a Special Meeting of the Membership called by the Board. Extraordinary changes may arise due to a variety of circumstances, for example: establishment of a new range; replacement of a major piece of infrastructure; construction of new major infrastructure.

Applications - conditions and procedures

3.07 Any individual seeking membership shall make application using the electronic online membership form. The Membership Committee (see Section 9.07) shall have the authority, with good reason, to accept, reject or qualify the status of membership. The applicant will be informed of the result within thirty (30) days of the receipt of the application. Those individuals seeking membership may, if absolutely necessary, be provided with an alternative way to submit an application at the discretion of the Board.

- 3.08 All applications for Membership in the SJRGC are subject to the following conditions and procedures:
(a) New applicants for Membership must complete the mandatory Member Orientation in the year they apply; (b) a pending/provisional Membership card will be issued upon successful application and payment of the membership fee; and c) only upon the successful completion of the Member Orientation shall full/active Membership status be attained.

Member Orientation - timing, content, and who shall present

- 3.09 Mandatory Member Orientation will be held on a regular basis for the benefit of new Members and also for existing Members looking for further club information or a refresher on the range safety rules. Notice of when Member Orientation events will be held shall be posted on the Club website and in the calendar of events. Notifications may also be sent out by email.
- 3.10 The Member Orientation will outline: (a) club facilities and their usage; (b) membership privileges; (c) membership and shooter etiquette; and (d) overview and explanation of the SJRGC Range Operating Instructions and Safety Rules.
- 3.11 The Member Orientation will be done by Members of the Board or other qualified Members as determined annually by the Board.

Rights and Privileges of Members

- 3.11 Any Member in good standing, nineteen (19) years of age or older, shall be entitled to all of the rights and privileges conferred by membership, said privileges to include, but are not limited to, the right to receive notice of, attend, speak, participate at, and make motions at any meeting of the SJRGC, of holding position as an Officer or Director, and the right to one (1) vote at all meetings of the Members.
- 3.12 Any Member in good standing who has not reached the age of nineteen (19) years shall be entitled to all rights and privileges as conferred by membership except those of making motions, of voting and of holding position as an Officer or Director. Such restriction in the rights and privileges shall be reflected in the membership fee charged to such individuals.

Termination of Membership

- 3.13 Membership in the SJRGC is terminated when: (a) the Member dies; (b) the Member resigns by delivering a written resignation to the Board in which case such resignation shall be effective on the date specified in the resignation; (c) the Member's term of membership expires; (d) the Member is expelled as a result of disciplinary measures undertaken by the Board, and following any appeal or the expiry of the time period allowed for an appeal of such decision; or (e) the SJRGC is liquidated or dissolved under the Act. Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

Disciplinary actions and procedures

- 3.14 Any Member whose actions are in direct violation: of the laws governing use of firearms; of Club By-Laws; or are judged unsafe, particularly with regard to the use of firearms; or demonstrates a lack of consideration to other Members or guests, such as but not restricted to aggressive or intimidating behaviour (harassment); of the objects of the SJRGC as set out in the Memorandum of Association - may be subject to disciplinary measures by the Board. Such measures shall include the right to suspend or expel any Member.

- (a) Any Member in good standing may bring the actions of another to the attention of the Board by submitting a written account of the action or incident to the Board. Such accounts must include: when; where; if there are witnesses; and if these actions are restricted to single or multiple occurrences.
- (b) The Board shall undertake to investigate the alleged action or incident and prepare a written statement of its findings and its decision regarding the disciplinary measure taken, if any.
- (c) The written statement of its findings and the decision of the Board shall be provided to all parties concerned.
- (d) If either party concerned disagrees with the decision of the Board they can appeal it by writing to the Board stating why they disagree with the decision and request a general hearing. The time limit for an appeal shall be thirty (30) days following the decision of the Board, after which time the decision of the Board is final.
- (e) Upon receiving a request for a general hearing from either party the President shall call a Special Meeting of the SJRGC. At this meeting both parties shall present their cases to the Membership. Upon the completion of the presentations the Membership shall vote in accordance with the provisions of these By-Laws on whether to grant or deny the appeal.
- (f) A two-thirds (2/3) majority of the vote cast shall be required to grant the appeal. The decision of this hearing by the Membership is final, and not subject to review by any Court.
- (g) No membership fee or any portion thereof shall be refunded to any expelled or suspended Member.
- (h) A Member who has been expelled from the SJRGC shall not be eligible to make further application for Membership for a minimum period of one (1) year from the date the member was expelled.

SECTION 4 MEETINGS OF MEMBERS

Annual General Meeting (AGM)

- 4.01 An Annual General Meeting (AGM) of the Members shall be held at such time in each year as the Board may from time to time determine, provided that the AGM must be held not later than fifteen (15) months after holding the preceding AGM and no later than six (6) months after the end of the preceding fiscal year.
- 4.02 The AGM shall ordinarily be held in the last week of February unless exigent circumstances prevent the meeting from being held at that time. The existence of exigent circumstances must have been agreed upon by the majority of the Board. The Board may postpone the AGM until such time that the majority of the Board agree that the exigent circumstances have passed, at which time a date for the AGM must be set to take place within the next sixty (60) days.
- 4.03 The AGM shall be held for the purpose of considering the financial statements and reports of the SJRGC required by the Act to be presented at the meeting, electing Directors and Officers, appointing an accountant, and transacting such other business as may properly be brought before the meeting or is required under these By-laws or the Act.
- 4.04 The date, time, place and format of all meetings of the SJRGC shall be determined by the Board.

Special Meetings

- 4.05 Special meetings of the Members may be called by: a) the President with the approval of the Board; and b) by written request to the Board of at least twenty (20) Members in good standing. The purpose of the meeting shall be stated in the written request.

Notice, place and nature of Meetings

- 4.06 Notice of the time and place of a meeting of the Members shall be communicated to all Members in good standing at least twenty one (21) days before the day on which the meeting is to be held, by mail, email, other form of electronic communication, courier, or personal delivery to each Member (see Section 10).
- 4.07 Notice of any meeting of the Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.
- 4.08 The official list of Members will be used to provide the contact information for the Members.
- 4.09 Meetings of the Members may be held at any place within the municipality of the City of St. John's, in the Province of Newfoundland and Labrador, as the Board may determine or outside that municipality if all of the Members entitled to vote at such meeting so agree.
- 4.10 All business transacted at a special meeting of Members and all business transacted at an AGM, except consideration of the financial statements, an accountant's report, the election of Directors and Officers, is special business.

Waiving Notice

- 4.11 A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Quorum

- 4.12 Twenty five (25) Members in good standing and present in person shall constitute a quorum for the transaction of any business at any General or Special Meeting of the Members of the SJRGC.
- 4.13 If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 4.14 The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the SJRGC to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by Ordinary Resolution of the Members.

Directors Continue to Serve

- 4.15 If there is a failure to achieve quorum at an AGM, the Directors then in office will continue to serve on the Board until successors have been formally elected and qualified, typically at next year's AGM. Any vacancies on the Board which were unable to be filled through membership vote at the AGM may be filled by approval of majority of the board.

Chair of the Meeting

- 4.16 The Chair of any meetings of the Members or of the Board shall be the President, or if the President is absent or unable to act, the Senior Vice President or Vice President. In the event that the President and

the Senior Vice President or Vice President are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

Meetings Held by Electronic Means

4.17 The Members may meet by telephonic or electronic means, as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting provided that the SJRGC makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause 4.17 (a), if the Directors or Members of the SJRGC call a meeting of the Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the SJRGC has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the SJRGC without it being possible for the SJRGC to identify how each Member voted.

SECTION 5 ELECTIONS AND VOTING

5.01 The election of candidates to the Board shall ordinarily take place at the AGM.

- (a) The Chair of the Nominating Committee will speak on behalf of that committee and present its nomination for each available position.
- (b) Nominations will be accepted from the floor in the form of a seconded motion with the consent of the nominee. The nominee must be physically present at the meeting, and/ or have provided the Nominating Committee in writing with their approval of the nomination.
- (c) Officers shall be elected by secret ballot to serve for a term of one (1) year or until their successors are elected.
- (d) Directors shall be elected by secret ballot to serve for a term of one (1) or two (2) years or until their successors are elected. There should be a balance of one and two year term Directors, so that there is continuity of experience on the Board.
- (e) The newly elected Officers and Directors shall begin their term of office at the close of the AGM at which they were elected.
- (f) A simple majority of the votes cast shall be required to elect a candidate to the Board.
- (g) For the purpose of electing candidates to the Board proxy votes will not be permitted.

Votes to Govern

5.02 At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

Resolution in Lieu of Meeting

5.03 A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the SJRGC by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

Rules of Order

5.04 Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION 6 DIRECTORS

Powers of the Board of Directors

6.01 Subject to the Act and the Articles, the Board of Directors shall manage or supervise the management of the activities and affairs of the SJRGC.

Number of Directors

6.02 The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the By-laws. The composition of the Board is detailed in Section 6.04. The precise number of Directors on the Board can be determined from time to time by the Members by amendment of the By-laws, or by the Board as outlined in Section 11 of this By-law.

Qualifications

6.03 (a) Each Director shall be an individual who is not less than nineteen (19) years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an "ineligible individual" as defined in the federal Income Tax Act shall be eligible to be a Director. At least two (2) of the Directors shall not be Officers of the SJRGC. No employee or contractor of the SJRGC shall be eligible to be a Director. Each Director must have read and signed the Code of Conduct, Values and Ethics for Directors of the SJRGC before becoming a Director; and
(b) those Directors who serve as Officers should have had previous experience on the SJRGC Board, or have fulfilled a similar role in an external organization.

Composition of the Board

6.04 The Board shall be composed as much as possible of the following:

- (a) One Director who shall also serve as the President;
- (b) One Director who shall also serve as the Senior Vice President;
- (c) One Director who shall also serve as the Vice President;
- (d) One Director who shall also serve as the Treasurer;
- (e) One Director who shall also serve as the Secretary;
- (f) One Director who was the antecedent President shall serve as the Past President; and
- (g) Up to a maximum of six (6) Directors at Large.

Election of Directors and Term

6.05 Directors shall be duly elected by the Members at an AGM at which an election is required. Every election of Directors shall be carried out with reference to the report of the Nominating Committee and shall be in conformity with the requirements as to Board composition set forth herein. The terms of Directors shall expire at the close of the next AGM or next election of Directors or as determined by Ordinary Resolution of the Members. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

6.06 Unless otherwise determined by Ordinary Resolution of the Members, Directors at Large shall serve no more than six (6) years. Terms of office for the Officers (Executive of the Board) are specified in Section 8 of this By-law.

Ceasing to Hold Office

6.07 A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 6.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03. Where a person is no longer a Director, then such person shall be deemed to remain as a Member of the SJRGC, unless that person has been expelled as a Member following the procedures outlined in this By-law.

Resignation

6.07 A resignation of a Director becomes effective at the time a written resignation is sent to the SJRGC Board or at the time specified in the resignation, whichever is later.

Removal

6.08 A Director may be removed from office for cause (see Section 8.08) before the expiration of the Director's term.

Filling Vacancies

6.09 In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

Disclosure of Interest

6.10 Every Director and Officer shall disclose to the SJRGC the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the SJRGC, in accordance with the manner and timing provided in the Act.

Confidentiality

6.11 Every Director, Officer, committee member, employee, and volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

Indemnification

6.12 The SJRGC shall provide present or former Directors or Officers with the indemnification described in the Act.

SECTION 7 REGULAR MEETINGS OF DIRECTORS

7.01 Regular meetings of the Board should be held monthly. However, allowing for the nature and amount of matters to be covered a minimum of 8 monthly meetings must be held. Meeting shall normally be called by the President or Senior Vice President. However, a meeting can be requested by any member of the Board;

- (a) The date, time, place and format of a meeting of the Board shall be determined with a minimum seven (7) days' notice to attend, and an agenda must be circulated at least one day prior to the meeting;
- (b) Each meeting should include a report from all of the Officers, including a mandatory financial update from the Treasurer, and reports from Chairs of Committees via the appropriate Director;
- (c) Meetings of the Board may be held in person or by any electronic means, such as video conferencing;
- (d) Business of the SJRGC may be conducted between meetings of the Board via secure e-mail following the policy outlined and adopted in the Operating Procedures Document;
- (e) Minutes of the meetings should be circulated by the Secretary, or Board member assigned these duties in the absence of a Secretary, within a week of a meeting being held. Minutes of meetings should follow a format consistent with *Robert's Rules of Order*.

Quorum

- 7.02 (a) The Board consists of five (5) Officers (who are also Directors) and six (6) Directors at Large. The minimum number of Directors needed to be present to constitute a quorum is: three (3) Officers, one of whom must be President, Senior Vice President, or Vice President; and three (3) Directors at Large .
- (b) For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

Votes to Govern

7.03 Each Director, excluding the Past President and Chair of the meeting may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting shall have a tie breaking vote.

Dissent

7.04 Subject to the Act, a voting Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless: the Director requests a dissent to be entered in the minutes of the meeting.

7.05 A voting Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director causes a dissent to be placed with the minutes of the meeting;

Resolutions in Writing

7.06 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

Rules of Order

7.07 Any questions of procedures at or for any meetings of the Board, which have not been provided for in this By-law or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

SECTION 8 OFFICERS

The Executive Committee

8.01 The Officers of the SJRGC, excluding the Past President, shall constitute the Executive Committee.

8.02 The Executive Committee shall be the supervisory and administrative body of the SJRGC between meetings of the Members and the Board, and shall be empowered to transact all business, manage all properties and funds, as well as supervise all activities of the SJRGC between meetings.

8.03 The Officers of the SJRGC shall be a President, a Senior Vice President, a Vice President, a Secretary, and a Treasurer, and a Past President. These Officers shall perform the duties prescribed by these By-Laws.

Description and Duty of Officers

8.04 The Officers of the SJRGC shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

President

(a) The President shall be a Director and the chair of the Board. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall be the chair of the Executive Committee and shall be *ex officio* a member of all committees of the SJRGC. The President, or an Officer or Director authorized by the President, shall be the only individual(s) authorized to speak on behalf of the SJRGC. The President shall have co-signing authority for financial matters. The President shall manage along with the Treasurer and Secretary, range bookings and contracts for non-club groups, such as the military, policing organizations or commercial groups. The President shall ensure that only resolutions and actions passed/approved by the Board are instituted.

Senior Vice President

(b) The Senior Vice President shall be a Director. If the President is absent or is unable or refuses to act, the Senior Vice President shall, when present, preside at all meetings of the Board and of the Members. The Senior Vice President shall have co-signing authority for financial matters. The Senior Vice President shall oversee the Membership Committee (see Section 9.07) and interact with the membership coordinator, if

such a position exists. In the event that the President is unable to fulfill the duties of his office due to death, disability, resignation or termination, the Senior Vice President shall assume the position of President.

Vice President

(c) The Vice President shall be a Director. If the President and Senior Vice President are absent or are unable or refuse to act, the Vice President shall preside at all meetings of the Board and of the Members. The Vice President shall be a member of the Membership Committee (see Section 9.07). The Vice President will be initial contact person for all SJRGC internal groups, such as but not limited to Steel Challenge, Sporting Clays, Trap, Archery and Youth co-ordinators.

Treasurer

(d) The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities, and the disbursement of funds of the SJRGC. Whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the SJRGC. The Treasurer has co-signing authority for financial matters.

Secretary

(e) The Secretary shall be a Director. The Secretary may attend and be the secretary of meetings of the Board, the Members and the committees of the SJRGC. The Secretary shall enter or cause to be entered in the SJRGC's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other documents belonging to the SJRGC. The Secretary will be a member of the Membership Committee (see Section 9.07).

Past President

(f) The Past President shall be a Director. Upon completing their term of office as President, the President shall automatically proceed to the position of Past President. The Past President is an advisor to the Board, and shall not have the right to vote at any meeting of the Board. The Past President will be consulted by the Board, particularly on matters arising from the activities of the previous Board. The term of the Past President shall be for one (1) year only.

Term of Office

8.05 Officers shall be elected by secret ballot in accordance with these By-laws to serve for a term of one (1) year or until their successor(s) are elected. The term of office shall begin at the close of the AGM at which they were elected.

8.06 No person shall be eligible to hold the office of President, Senior Vice President or Vice President for more than five (5) consecutive terms. The Secretary and Treasurer shall be eligible to hold their offices for up to ten (10) consecutive terms.

8.07 Upon the resignation, death, disability or termination of any Officer, a Special Meeting of the Board may be called for the purpose of filling the vacancy. The person so elected shall serve the remainder of the term as if they were the person originally elected to the position.

Removal

8.08 The Board may remove for cause, that is for a legitimate specific reason(s) with justification, any Director or Officer of the SJRGC. Examples of "cause" include absenteeism, dereliction of duties, workplace harassment or other actions or words that are known or should be known to be offensive, embarrassing, humiliating or demeaning to Members. In the event that the Board proposes that an Officer or Director should be removed, the Board shall provide twenty (20) days' notice to the Officer or Director. The Officer or Director may make written submissions to the Board in response to the notice received within such twenty (20) day period. Unless so removed, an Officer or Director shall hold office until the earlier of: (a) the Officer's or Director's successor being elected; (b) the Officer's or Director's resignation; (c) such Officer or Director ceasing to be a Director (if it is a necessary qualification of this appointment); or (d) such Officer's or Director's death.

Filling a vacancy

8.09 If the office of any Officer of the SJRGC shall become vacant, the Board shall appoint a Director to fill such vacancy for the remainder of the original term of the Officer, or divide the responsibilities of that Officer amongst Board members. Filling a vacancy is Subject to the Act, and Section 6.09.

SECTION 9 COMMITTEES

9.01 Committees shall be appointed by the Board from time to time as deemed necessary to carry on the work of the SJRGC. The President shall be *ex officio* a member of all committees except the Nominating Committee.

9.02 The President shall appoint a Chair for each committee and it will be the responsibility of the Chair to seek out Members in good standing to serve on the committee. The President's choice for committee Chair and the Chair's choice of committee members shall be subject to the approval of the Board, except in the case of the Nominating Committee.

Committee Reports

9.03 The Chair of any committee shall make regular reports to the Board on the progress of the committee. All reports shall be in writing and forwarded to the Secretary for retention in a file bearing the name of the committee.

9.04 The Board shall determine the goals and operating parameters of any committee and said committee shall exist at the pleasure of the Board.

Nominating Committee

9.05 The President in consultation with the Board shall, at least thirty (30) days prior to each AGM, appoint a Chair for the Nominating Committee. The Chair shall select four (4) other Members to serve on the committee. The committee shall be responsible for seeking nominations for suitable and eligible candidates to serve as Officers and Directors on the Board. Other duties and procedures of the Nominating Committee shall be set out in Operating Policies. The President is not an ex-officio member of this committee.

Audit Committee

9.06 The Audit Committee shall be comprised of the Treasurer and not less than three (3) other Directors. The Chair shall be appointed by Ordinary Resolution of the Board or in the absence of appointment by the Board, then by the Executive. The remaining members of the Committee shall be appointed by the Chair. The Treasurer and two (2) other Directors shall constitute a quorum. In addition to any specific terms of reference and duties provided by Operating Policies, the Audit Committee shall review the financial statements of the SJRGC before they are approved by the Board; be responsible for liaison with the SJRGC's external auditor; overseeing the SJRGC's annual audit and financial reporting to the Board; as well as reviewing and maintaining the SJRGC's not for profit status and making any recommendations to the Board in relation to such matters. The Committee shall be subject to direction from the Board and the Executive and shall have such other powers and duties as may be delegated to it by the Board or the Executive.

Membership Committee

- 9.07 (a) The Membership Committee shall be comprised of the President, Senior Vice President, Vice President, and Secretary. Members of this committee will have editing authority for the online membership system, in that they monitor and can adjust the status of membership (pending/provisional or active/full), whether payment has been obtained, and if the Member Orientation has been completed. This committee shall not alter the basic structure of the online membership form without agreement from the Board. They will ensure that a hard copy and electronic back up of the membership is kept current.
- b) If there is a non-voting contractor required to assist with the on-line membership system, particularly in the transition period to the *Joinit* application, then they will also have editing authority.
- c) Notification of edits to membership status shall be copied by email to all other members of the committee on bi-weekly or monthly basis.

Other Committees

9.08 The Board may from time to time establish or disband any other committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure as further set out in their terms of reference or Operating Policies and this By-law.

SECTION 10 NOTICES

Method of Giving Notices

- 10.01 Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:
- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the SJRGC or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the SJRGC in accordance with the Act and received by the Registry of Companies; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with the Act. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the SJRGC to any notice or other document to be given by the SJRGC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Computation of Time

10.02 Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Undelivered Notices

10.03 If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the SJRGC shall not be required to give any further notices to such Member until such Member informs the SJRGC in writing or by email of the information required on the membership application form.

Omissions and Errors

10.04 The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the SJRGC has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Waiver of Notice

10.05 Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION 11 AMENDMENT OF ARTICLES AND BY-LAWS

Amendment by the Board

- 11.01 Subject to the Act, the Board may by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the SJRGC.
- 11.02 A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to the Act.
- 11.03 The Board shall promptly notify all Members of any rule, regulation or By-Law created, amended or repealed by mail, email, or a posting on the Club website.
- 11.04 In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members. Any By-law amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law amendment or repeal.
- 11.05 Every rule, regulation or By-Law created, amended or repealed by the Board shall have force until the next AGM or Special Meeting, whichever comes first, and in default of confirmation thereat shall cease and become void; provided that any rule, regulation or By-Law passed by the Board may be repealed or amended by the Members at any General or Special meeting called for such purpose.

Notice of Proposed Amendment by Members

- 11.06 By-Laws shall not be amended or repealed unless notice in writing signed and dated by two Members as proposer and seconder is given to the Board at least (45) days prior to the AGM at which it is to be proposed.
- 11.07 Written notice to amend the By-Laws must include the specific clause to be amended, what the amendment would involve, an explanation for the proposed amendment if the reason is not clear, and how the final amended clause shall read in the By-Laws.
- 11.08 The Board shall notify all Members by email, mail, posting on the Club website, and other electronic means, of any proposed amendment or repeal at least twenty one (21) days prior to the AGM at which the amendment or repeal is to be proposed.
- 11.09 No amendment to the By-Laws can be made if it is contradiction with the intent and stipulations of the Act.

Voting on Amendments

- 11.10 For the purpose of any vote on an amendment or repeal of a By-Law, proxy votes shall not be permitted.
- 11.11 Publication of specific proposed amendments shall constitute notice of intent to amend and shall be subject to amendment themselves from the floor according to *Robert's Rules of Order*.
- 11.12 Any amendment or repeal of a By-Law must be accepted by at least a two-thirds (2/3) majority of the vote cast.
- 11.13 All amendments to the By-Laws shall come into force the moment which they are accepted, provided that the motion to amend does not contain provisions for the exact moment of enforcement of said amendment.

Amendment of Articles

11.14 The Articles of the SJRGC may be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment

SECTION 12 EFFECTIVE DATE

12.01 This By-law is effective upon approval of the By-law by Resolution of the Members. ENACTED by the Board of Directors of the SJRGC this eleventh (11) day of March, 2025.

George Jenner
President

Doug Bursey
Secretary

APPROVED by the Members of the SJRGC this twenty fifth day of February, 2025.

Troy Coldwell
Secretary

(original signed version on file with George Jenner)