

BYLAWS

OF

LAIRD SERVICE CLUB INC.

CORPORATION #208370

Registered Office

No. 1 The registered office of the LAIRD SERVICE CLUB INC. shall be located in the Village of Laird in the Province of Saskatchewan.

Fiscal Year

No. 2 The fiscal year of the corporation shall end on the 31st day of January in each year.

Enactment, Amendment and Repeal of Bylaws

No. 3 The members may at any annual meeting or any special meeting called for the purpose, amend, repeal or replace any bylaws. Where at least ten (10) days of notice of the change is given to each member, it shall be passed by a majority of the votes cast; where no notice is given, a two-thirds majority is required.

Membership

No. 4 (a) Any person who can use the services of the corporation and who, in the case of an individual, is 16 years of age or older, is eligible to become a member of the corporation.

(b) There shall be no joint memberships.

(c) There shall be no transfers of memberships.

Approval of Membership

No. 5 No person may become a member of the corporation unless that person has submitted a written application for membership, and has been approved by the Board of Directors and recorded in the minutes.

Withdrawal of Membership

No. 6 A member may apply to withdraw from the corporation by giving to the Secretary of the corporation one months written notice of intention to withdraw. The Board, by resolution, may accept any application to withdraw upon shorter notice.

Inactive Membership

No. 7 A deceased member or a member who has not participated in the activities of the corporation for a period of two years, may be considered as inactive and to have applied for withdrawal of membership.

Cessation or Termination of Membership

- No. 8 Membership ceases when the Board of directors approved withdrawal or issues a termination order.

Annual Dues

- No. 9 (a) Each member of the corporation may be required to pay annual dues, the amount of which shall be recommended by the directors and approved at the annual meeting.
- (b) Annual dues shall be due and payable within 30 days of the assessment date.
- (c) Failure to pay annual dues by any member may be cause for the directors to terminate the membership of that member.

Board of Directors

- No. 10 The number of directors required to constitute a full Board shall be six (6).

Term of Office of Directors

- No.11 The term of office for directors shall be three (3) years; provided that there shall be a rotation of terms to require the election of one-third of the directors to office each year.

Removal of Directors - Filling of Vacancy

- No. 12 (a) Any director who is absent from three (3) consecutive regular meetings of the Board without Board Approval, may be removed from office by a majority vote of all the remaining directors.
- (b) The members of the corporation may remove any director or directors from office by a special resolution.
- (c) The term of office of a director elected to fill a vacancy shall be for the unexpired term of that vacancy.

Directors Duties and Powers

- No. 13 (a) The directors shall be empowered to engage, define the duties and fix the remuneration of any officer or employee as they deem advisable.
- (b) The directors are authorized to make any building additions, improvements, renovations or other capital expenditures to a maximum amount of \$3,000.00 as they deem necessary without prior approval of the membership. Expenditures in excess of \$3,000.00 must be approved by the membership at a meeting so called for this purpose.
- (c) The directors shall oversee all operation of the facilities under its jurisdiction and work with the operating committees in a fair and mutual manner.
- (d) The directors shall purchase all necessary fire and liability insurance for the facilities and keep this current and adequate.

(e) The directors shall ensure that the buildings, facilities and grounds are kept in a good state of repair and well maintained for safety and good physical appearance.

Officers of the Board

- No. 14 (a) No director shall hold more than one office within the Board.
- (b) Within fourteen (14) days following conclusion of the annual general meeting in each year, the Board shall appoint:
- 1) from among the directors, a President and Vice-President; and,
 - 2) a Secretary and Treasurer or Secretary-Treasurer who may, but not need, be a director(s) or a member(s).
- (c) The directors may appoint such other officers as they deem necessary.

Quorum at Board Meetings

- No. 15 (a) The quorum necessary for the transaction of business by the directors at any Board meeting shall be a majority of the directors.
- (b) Where a quorum is present at the opening of a Board meeting, but does not continue to be present throughout the meeting, the remaining directors may not transact any business after the quorum ceases to exist.

Minutes

- No. 16 The directors shall keep proper minutes of all director and membership meetings and shall record the proceedings in a minute book.

General Membership Meetings.

- No. 17 (a) The corporation shall hold an annual membership meeting in each year not later than six months after the end of the fiscal year of the corporation.
- (b) General membership meetings shall be held at a time and place to be determined by the directors.
- (c) The corporation shall give at least 10 days notice of an annual or special meeting to its members; by sending the notice to each member by general mailing or posting a notice on a public bulletin board in the Village of Laird or by advertising it in two editions of a local paper.

Quorum at General Meetings

- No. 18 (a) An annual meeting or special meeting, fifteen (15) members or 10% of the membership, whichever is the lesser, shall constitute a quorum. However, in no case shall it be less than the number of directors plus one.
- (b) Where a quorum is present at the opening of a general meeting of members, but does not continue to be present throughout the general meeting, the remaining members present may not transact any business

after the quorum ceases to exist.

Surplus

- No. 19 Any surplus arising from yearly operation of the corporation shall be transferred to reserve for future use and no part of the surplus shall be payable to any member.

Distribution of Surplus on Dissolution

- No. 20 On dissolution of the corporation, the surplus shall be donated to the Village of Laird for use in recreational nature.

Borrowing

- No. 21 Any borrowing by the corporation exceeding \$3,000.00 must have the approval of the membership.

Execution of Instrument

- No. 22 Contracts, documents or instruments in writing requiring execution by the corporation, shall be signed on behalf of the corporation by the President and Secretary or such other persons authorized to do so by a Board resolution.

Appointing Auditor

- No. 23 The members shall, by ordinary resolution, appoint an auditor to hold office until the close of the next annual general meeting.

Dissolution

- No. 24 Upon the liquidation and dissolution, any remaining property of the corporation shall be transferred to the Village of Laird.

Committees

- No. 25 (a) Committees shall be elected by the membership and shall consist of from four (4) to eight (8) members each.
- (b) Committees shall be elected for the day to day operation of each facility under the jurisdiction of the corporation and/or for any other purpose which the Board deems necessary.
- (c) Committees shall be responsible to the Board and operate under the guidelines which the Board shall issue.

Term of Office of Committee Members

- No. 26 The term of office for committee members shall be two (2) years; provided that there be a rotation of terms to require the election of one-half of the committee members to office each year.

Officers of the Committees

- No. 27 (a) No committee member shall hold more than one office within the committee.

(b) Within fourteen (14) days following the conclusion of the corporation annual general meeting in each year, the committees shall appoint:

- 1) from among the elected committee members, a Chairman; and,
- 2) a Secretary or Secretary-Treasurer.

Minutes

No. 28 The committees shall keep proper minutes of all committee meetings and shall record the proceedings in a minute book.

Committees Duties and Powers

(a) The committees are authorized to rent the facilities or any part thereof, for recreational activities or any purpose consistent with the Board guidelines and to make such charges as approved annually by the Board.

(b) The committees are to submit an annual budget to the Board for approval. Such budget is to include the fee and rental structure for the year.

(c) The committees are to work with the local clubs and organizations allowing them the first option of rental and use with the remaining available times to be rented to outside groups at committee discretion.

(d) Committees are required to provide regular maintenance and repairs to the facilities and equipment as they deem necessary. Such expenditures not to exceed \$500.00 each without prior approval of the Board.

(e) No alterations, additions or renovations are to be made without Board approval.

(f) Committees are to meet with the Board at least once during the year for the purpose of reviewing the operation of the facility and to present a semi-annual financial statement.

(g) Committees may make application to the Board for any Capital improvements they feel are necessary for the better operation of their facility.

(h) Any hiring or appointments must be approved by the Board.

Treasury

No. 29 (a) Each committee shall maintain its own treasury under the guidelines issued by the Board.

(b) Any borrowing shall be done by the Board and not by committees.

(c) Committees are to maintain current or chequing accounts only with the reserve or surplus account under the treasury of the Board.

(d) Any committee facility surplus is to be transferred to the Board reserve or surplus account on a regular basis as defined in the guidelines issued by the Board.

Dissolution of Committee

No. 30 Upon dissolution of a committee all treasury accounts are to be transferred to the Board Treasury at the time of dissolution.