

A by-law relating generally to the conduct of the affairs of

Saskatoon Disc Golf Inc.

BE IT ENACTED as a by-law of the Corporation as follows:

Definition

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - 1.1. "Act" means the Non-Profit Corporations Act, 1995 c.N 4.2 2009 c-7.75, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time; (Not a ; instead use a .)
 - 1.2. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation; (Not a ; instead use a .)
 - 1.3. "board" means the board of directors of the Corporation and "director" means a member of the board; (Not a ; instead use a .)
 - 1.4. "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect; (Not a ; instead use a .)
 - 1.5. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; (Not a ; instead use a .)
 - 1.6. "ordinary resolution" means a resolution passed by a majority of not less than of 50% plus 1 of the votes cast on that resolution; (Not a ; instead use a .)
 - 1.7. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 127 152 (6) (Member Proposal) of the Act; (Not a ; instead use a .)
 - 1.8. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and (Not a ; and instead use a .)
 - 1.9. "special resolution" means a resolution passed by a majority of not less than at least two-thirds (2/3) of the votes cast on that resolution.

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2. Interpretation

- 2.1. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 2.2. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

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3. Execution of Documents

- 3.1. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2): The President, ~~The~~

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~~Treasurer Finance Director or the Course Development Director~~ **one other board member of the boards choosing**. 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, and the person or persons who shall execute said documents. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, **by-law**, or other document of the Corporation to be a true copy thereof.

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4. **Banking Arrangements**

4.1. The banking business of the Corporation 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~~ by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution ~~from time to time~~ designate, **direct**, or authorize.

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5. **Borrowing Powers**

5.1. The directors of the Corporation may, without authorization of the members,

- 5.1.1. borrow money on the credit of the Corporation;
- 5.1.2. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 5.1.3. give a guarantee on behalf and
- 5.1.4. mortgage, hypothecate, **pledge**, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

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6. **Annual Financial Statements**

6.1. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection **142-172** (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection **142-172** are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

7. Membership Conditions

- 7.1. Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.
- 7.2. Pursuant to subsection ~~161(1)~~ 197 (1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs ~~161(1)(f), (h) or (j)~~ 197 (1)(f), (h) or (j).

8. Membership Transferability

- 8.1. A membership may only be transferred to the Corporation. Pursuant to Section ~~161(1)~~ 197 (1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

9. Notice of Members Meeting

- 9.1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 15 to 50 days before the day on which the meeting is to be held.
- 9.2. Pursuant to subsection ~~161(1)(j)~~ 197 (1)(j) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

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10. Members Calling a Members' Meeting

- 10.1. The board of directors shall call a special meeting of members in accordance with Section ~~133(1)~~ 167 (1) of the Act, on written requisition of members carrying not less than 5% of the voting rights, but not less than 10 members carrying voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Membership Dues

- 11.1. Members shall be notified in writing or by e-mail of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

12. Termination of Membership

12.1. A membership in the Corporation is terminated when:

- 12.1.1. the member dies or resigns;
- 12.1.2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- 12.1.3. the member's term of membership expires; or
- 12.1.4. the Corporation is liquidated and dissolved under the Act.

12.2. Effect of Termination of Membership

- 12.2.1. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

13. Discipline of Members

13.1. The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- 13.1.1. violating any provision of the articles, by-laws, or written policies of the Corporation;
- 13.1.2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- 13.1.3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

13.2. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

14. Proposals Nominating Directors at Annual Members' Meetings

- 14.1. Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is given by ~~not less than~~ **at least two** (2) of members entitled to vote at the meeting at which the proposal is to be presented.

15. Cost of Publishing Proposals for Annual Members' Meetings

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15.1. ~~The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.~~
The Corporation shall cover any printing costs associated with the by-laws or proposed changes by any members.

16. **Place of Members' Meeting**

16.1. Subject to compliance with section ~~122~~ 159 (Place of meetings) of the Act, meetings of the members may be held at any place within Saskatchewan determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Saskatchewan.

17. **Persons Entitled to be Present at Members' Meetings**

17.1. Members, non-members, ~~directors,~~ and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

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18. **Chair of Members' Meetings**

18.1. In the event that the chair of the board ~~and the vice chair of the board~~ ~~are~~ is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

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19. **Quorum at Members' Meetings**

19.1. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting, but not less than 10. 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.

20. **Votes to Govern at Members' Meetings**

20.1. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

21. **Number of Directors**

21.1. The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined ~~from time to time~~ by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. ~~In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.~~

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22. **Term of Office of Directors**

22.1. The directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election.

23. **Calling of Meetings of Board of Directors**

23.1. Meetings of the board may be called by the chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

24. **Meeting of Directors**

24.1. Quorum at a meeting of Directors shall constitute ~~no less than~~ of 50% + 1 of the directors.

25. **Regular Meetings of the Board of Directors**

25.1. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection ~~401(5)~~ 136(3) (Meeting of Directors) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

26. **Votes to Govern at Meetings of the Board of Directors**

26.1. 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 in addition to an original vote shall have a second or casting vote.

27. **Committees of the Board of Directors**

27.1. The board may ~~from time to time~~ appoint any 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may ~~from time to time~~ make. Any committee member may be removed by resolution of the board of directors.

28. Description of Directors

28.1. Unless otherwise specified by the board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed when vacant, shall have the following duties and powers associated with their positions:

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28.1.1. President – The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall act as the prime Liaison with the City of Saskatoon, ~~Saskatoon Ultimate Disc Sport Society (SUDS),~~ Disc Golf Saskatchewan, and all other associated user groups; and ensure everyone is on task and is able to help out whenever necessary. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

28.1.1.1. The President shall also be considered to hold the Office of Chair of the Board or may appoint another director to hold this office.

28.1.1.2. For a member to be eligible to hold the office of President, such member must have held any other office as listed in subsection 32(1) (Description of Offices) of the by-law SDG Board Position for a minimum of (1) term prior to being eligible for the office of President.

28.1.2. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members, and committees of the board. The secretary shall record and report enter or cause to be entered in the Corporation'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 public accountant and members of committees;~~ the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

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28.1.3. ~~Treasurer~~ Finance Director – If appointed, shall be a director and shall have such powers and duties as the board may specify including, but not limited to the financial management and oversight of the Corporation's spending, budgets, financial reporting and acting as the financial liaison on behalf of the Corporation. The Director shall also be responsible for facilitating and helping set up online registration to ensure funds are being allocated to the appropriate accounts.

28.1.4. Communications Director - If appointed, shall be a director and shall be responsible for matters including but not limited to all aspects of the production and distribution of promotional material including event posters and advertisements, managing the Corporation's website, managing and working on communications plan for official social media, sending and responding to electronic communications including the Corporation's email accounts, and monitoring activity on the Corporation's website. The director shall also be responsible for managing all aspects ~~manage all aspects~~ of other communication

tools such as such as news releases, advertising and other communications initiatives. The Communications Director shall have such other duties and powers as the board may specify.

28.1.5. Tournament Director - If appointed, shall be a director, and shall be responsible for, but not limited to, **the overall coordination and scheduling of volunteers (Tournament Facilitators) to** schedule, plan, and coordinate Tournaments, ~~clinics, and community events. This includes confirming registration fees, registration deadlines, collecting prizes, and other duties required to run a successful event; setting start and end dates, tee times, and overseeing the event in person or appointing a surrogate in the event the Director cannot attend the event in its entirety.~~ The Director shall also be expected to work closely with the Communications Director and the **Treasurer Finance Director to execute the responsibilities for the event.** ~~create registration, advertisements, and event posters, as well as line up sponsorships, organize and track player packs, create scorecards for events and schedule reservations to have the disc golf park(s) dedicated to events organized by the Corporation.~~ The Tournament Director shall have such other duties and powers as the board may specify.

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- Commented [CW16]: Add a comma after advertisements

28.1.6. Leagues Director - If appointed, shall be a director, and shall be responsible for, and not limited to the overall coordination and scheduling of volunteers (League Facilitators) to **run the corporation's league events, schedule, plan, and coordinate league events.** ~~The Director's duties also include and are not limited to collecting registrations for League night, tracking the Ace Pot, printing off scorecards, collecting weekly prizes, managing the League scoresheets, tee times, special events pertaining to League, responsible for changes in play, flags for Closest to the Pin and Longest Putt. The Director shall be responsible for designing or ordering bag tags for the League, as well as organizing the year-end tournament and arranging an alternate or surrogate if the Director cannot attend League night.~~ The Leagues Director shall have such other duties and powers as the board may specify.

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28.1.7. Sport Development Director- If appointed, shall be a director, and shall be responsible for, and not limited to, ~~for the overall coordination coordinating and scheduling of volunteers to run the corporation's sport development events.~~ The director's duties also include and are not limited to collecting registrations for events. The ~~Coordinator~~ **Director** shall have such other duties and powers as the board The ~~Coordinator~~ **Director** shall have such other duties and powers as the board may specify.

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28.1.8. Course Development Director - If appointed, shall be a Director, and shall be responsible for the planning, maintenance, and installation of **disc Golf** courses. The Course Development Director shall have such other duties and powers as the board may specify.

28.1.9. ~~Membership Development Director~~ **Membership Development Director** - ~~The membership development directory~~ **If appointed, shall be a director, and** shall be responsible for **creating the**

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registration portfolio, collecting membership information, ensuring that there is an accurate list of the membership, ~~distribution of membership cards~~ and coordinating membership recruiting events, ~~and (wording to come?)~~. The Membership Director shall have such other duties and powers as the board may specify.

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28.1.10. Member at Large (up to 5) - If appointed, the Member at Large shall have such other duties and powers as the board may specify.

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29. Vacancy in Office

29.1. In the absence of a written agreement to the contrary, the board may remove, whether for with cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

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- 29.1.1. the officer's successor being appointed;
- 29.1.2. the officer's resignation;
- 29.1.3. such officer ceasing to be a director (if a necessary qualification of appointment) or
- 29.1.4. such officer's death.

29.2. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

30. Method of Giving Any Notice

30.1.1. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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, or member of a committee of the board or to the public accountant shall be sufficiently given:

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30.1.2. 30.1.1.1. 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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 93 128 (Notice of directors) or 100 134 (Notice of change of directors or director's address).

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30.1.3. 30.1.1.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail.

30.1.4. 30.1.1.3. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or

30.1.5. 30.1.1.4. if provided in the form of an electronic document, in accordance with Part 17 of the Act.

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30.2. 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

31. **Invalidity of any Provisions of this By-law**

31.1. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

32. **Omissions and Errors**

32.1. 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 Corporation has provided notice in accordance with the by-laws 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.

33. **Mediation and Arbitration**

33.1. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

33.2. **Dispute Resolution Mechanism**

33.2.1. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

~~33.2.1.1.~~ The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties. **The number of mediators may be reduced from three to one or two upon agreement of the parties.**

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~~33.2.3.33.2.1.2.~~ The number of mediators may be reduced from three to one or two upon agreement of the parties.

33.2.4.33.2.1.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

33.3.33.2.2. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

34. **By-laws and Effective Date**

34.1. Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

34.1.1. This section does not apply to a by-law that requires a special resolution of the members according to subsection ~~161(1)~~ 197(1) (fundamental change **Fundamental Changes**) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

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