

**SOO FINNISH NORDIC SKI CLUB INC.  
BY-LAW NO. 1**

A by-law relating generally to the transaction of the affairs of the Soo Finnish Nordic Ski Club Inc., a corporation without share capital incorporated under the *Corporations Act* (Ontario Corporation Number 926964) and hereinafter called the "Corporation":

**Definitions**

In this by-law, unless the context otherwise requires:

- A. "Act" means the *Corporations Act (Ontario)* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- B. "Board" means the board of directors of the Corporation;
- C. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- D. "Chair" shall be the President of the Corporation in accordance with the Act and "Vice-Chair" shall be the Vice-President of the Corporation in accordance with the Act;
- E. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- F. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- G. "Member" means a member of the Corporation;
- H. "Members" means the collective membership of the Corporation; and
- I. "Officer" means an officer of the Corporation.

**A. HEAD OFFICE**

1. The Head office of the Corporation shall be within the City of Sault Ste. Marie at such a place as the Directors of the Corporation may decide.

**B. MANDATE**

2. The mandate of the Soo Finnish Nordic Ski Club Inc. is to promote cross country skiing in the City of Sault Ste. Marie by operating and maintaining a Nordic ski trail system within the city limits. It is also to provide opportunities for all members of the community to learn to ski and to continue to enjoy skiing as a life-long activity through its various programs and activities.

**C. MEMBERSHIP**

***Membership Criteria***

3. Any person who has paid their membership fee, and whose membership is in good standing may be a Member.
4. An annual membership fee as fixed by a vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting, is required of all Members; such fee to be due and payable not later than the date of the Annual General Meeting.
5. Failure by a Member to pay the annual membership fee when due results in termination of that membership.

***Transferability of Membership***

6. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated.

***Board Members***

7. Each person on the Board of Directors shall be a Member in good standing of the Corporation.

***Member Voting Rights***

8. Each Member in good standing, 18 years of age or older (on the day of the vote), is entitled to vote for the election of Directors and on any other business at all general or annual meetings. Members cannot vote by proxy in any election for the Directors or on any other business at any time at any Annual or other General Meeting.

***Member Resignation***

9. A Member may withdraw his/her membership by giving notice in writing to the Board.

**D. ANNUAL AND OTHER GENERAL MEETINGS**

***Annual General Meeting***

10. On a day to be named by the Board, the Annual General Meeting of the Members shall be held not more than fifteen (15) months after the holding of the previous

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Annual General Meeting and no later than six (6) months after the end of each fiscal year.

***General Meetings***

11. General meetings may occur on a scheduled basis or as required by the Board. In addition, 10% or more of the Members (18 years of age or older) may send a request to the Board to call a General Meeting of the Corporation. The request shall provide the reason for the meeting.
12. Where 10% or more of the Members wish to call a General Meeting, the 10% figure will be based on the preceding season's total membership number. For example, if the total number of Members (18 years of age or older) during the 2020/21 season was 200, the support of 20 or more Members would be needed to request the Board to call a General Meeting during the 2021/22 season.

***Notice of Annual or General Meetings***

13. Notice of the time and place for holding of an Annual or General Meeting shall be given by sending it to each Member, either by email or by pre-paid ordinary mail or via a virtual calendar/website made available to all members no later than 10 days before the date of the meeting.
14. Every notice of an Annual or General Meeting shall state the nature of the business of the meeting.
15. Annual or General Meetings held in person shall be within the boundaries of the City of Sault Ste. Marie.

***Meeting by Electronic Means, Permissible***

16. An Annual or General Meeting may be held by telephonic or electronic means and a Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting.

***Quorum***

17. Subject to any interim provision in the by-laws, a quorum for the transaction of business at any Annual or General Meeting shall be five (5).

***Voting***

18. Every Member shall be entitled to one (1) vote at any Annual or General Meeting.

***Conduct of the Meeting***

19. The rules of procedure at any Annual or General Meeting shall include one person dedicated to running the meeting, a published agenda and minutes being recorded. Every member will have the opportunity to hear and to be heard.

**E. BOARD OF DIRECTORS**

20. The affairs of the Corporation shall be governed by the Board, consisting of eleven (11) Members each having one (1) vote.

21. Directors shall be elected by a majority of the Members present at the Annual General Meeting.

***Qualifications of Directors***

22. The qualifications for a Director shall be that he/she:

- a) is a Member in good standing;
- b) is at least eighteen (18) years of age; and
- c) is not a person whose interests are opposed or potentially opposed to the interests and mandate of the Corporation.

***Duties of Directors***

23. The affairs of the Corporation shall be managed by the Board, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

***Terms of Directors***

24. Subject to any interim provisions in the by-laws, Directors shall serve for a term of two (2) years.

25. A Director's term of office shall commence on the date of the first meeting of the Board following his or her election as a Director.

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26. Persons who are Directors shall be eligible for re-election or re-appointment for up to six (6) successive terms of two (2) years each. Any former Director who has served six (6) successive terms is again eligible for re-election or appointment to the Board on or after the first anniversary of the date such person ceased to be a Director. No more than ½ of the Board shall serve as a Director for longer than twelve (12) years total.
27. The office of a Director shall automatically be vacated:
- a) if by notice in writing to the Board he/she resigns his/her office; or
  - b) if at any General Meeting a two-thirds (2/3) majority of the Members present decide that he/she shall be removed from office.

***Suspension and Removal of Board Members***

28. The Board shall have the power to suspend and to remove permanently any Director who:
- a) misses three (3) consecutive Board meetings without giving prior notice thereof and an explanation acceptable to the Board as determined by the Board; or
  - b) misses one third of the total number of Board meetings in a twelve- (12) month period without giving prior notice thereof and an explanation acceptable to the Board as determined by the Board; or
  - c) is alleged to have committed acts of gross misconduct, malfeasance, conduct unbecoming a Board member, or actions contrary to the best interests of the Corporation; or
  - d) acts contrary to Nordiq Canada's *Code of Conduct and Ethics Policy*.
29. The removal procedure will be as follows:
- a) If a problem exists regarding a Director, the Chair or Vice-Chair will promptly contact the Director to discuss the problem.
  - b) The Director's response will be shared by the Chair or Vice-Chair with the entire Board at the next Board meeting.
  - c) In that meeting, which will be held in camera, the Board will decide what actions to take regarding the Director's future membership on the Board.
  - d) If the Board decides to consider suspending the Director's membership on the Board and requesting his or her resignation, this matter will be decided by a majority vote of Directors (other than the Director in question) present and voting on the matter.

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- e) If the Board decides to suspend the Director's membership on the Board, the Chair or Vice-Chair will notify the Director of the Board's decision to suspend his or her membership on the Board.
- f) The Chair or Vice-Chair will request a letter of resignation from the suspended Director to be received within the next two weeks.
- g) The Board will vote regarding acceptance of the Director's resignation at the next Board meeting.
- h) Should the suspended Director fail to submit a letter of resignation within the two- (2) week period, the question of whether or not the Director's membership should be terminated will be decided by a majority vote of Directors (other than the Director in question) present and voting on the matter at the first meeting after the meeting that decided that the Director's resignation should be requested. The suspended Director is entitled to attend and be heard at this meeting, but shall not take part in any vote.
- i) Passwords on common/shared drives will be changed.

***Board Vacancies***

30. If any Board vacancies occur for any reason prior to an Annual General Meeting, the Directors may, by resolution, fill the vacancy with any person who could qualify as a Director at an Annual General Meeting. The selected individual shall hold office (subject to the aforementioned provisions) for the balance of the unexpired term of the vacating Director.

***No Remuneration***

31. Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

**F. MEETINGS OF DIRECTORS**

32. The Board shall meet at the call of the Chair.
33. In the event that the Chair of the meeting is absent, the Vice-President is absent and there is no Treasurer or Secretary present, the persons who are present shall choose another Director as Chair of the meeting.
34. The Chair shall preside over every meeting of the Board.
35. The Board may conduct its meetings in person or through electronic means including telephone conferencing and video conferencing.

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36. A simple majority of the Directors of the Board shall constitute a quorum.
37. In determining whether a quorum exists at any time during a meeting of the Board, any person who is not entitled to vote on a matter due to conflict of interest, shall be deemed to be absent for that part of the meeting.
38. Questions shall be decided by a simple majority of votes.
39. The Chair is a non-voting member, except in the case of a tie vote, where the Chair shall have the deciding vote.
40. The Directors may exercise all powers of the Corporation that are not required by the Act or the by-laws to be exercised by the Members at General Meetings. Directors shall, furthermore, have power to authorize expenditures on behalf of the Corporation and may delegate, by resolution, to an officer or officers of the Corporation, the right to employ and pay salaries to employees of the Corporation. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

**G. OFFICERS, DUTIES OF OFFICERS**

41. The Officers of the Corporation shall be the Chair, Vice-Chair, Treasurer, Secretary and any other such Officer as the Board of Directors may determine.
42. The Officers of the Corporation shall be elected by the Directors at the first meeting of the Board following each Annual General Meeting and the Board may remove any such Officer.
43. The Board may appoint such agents and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
44. The Officers of the Corporation shall hold office for two (2) years or until their successors are appointed in their stead.

***Duties of the Chair***

45. The Chair shall govern the Corporation to ensure that all orders and resolutions of the Board are carried into effect.
46. The Chair is an ex-officio member of all committees of the Board.

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47. The Chair shall perform his/her duties in accordance with the Board approved position description which includes that the Chair:
- a) shall ensure the preparation and submission of a statement and report of the preceding year, for approval, to the members at the Annual General Meeting; and
  - b) is responsible for the external relations of the Corporation, subject to the approval of the Board of Directors.

***Duties of the Vice-Chair***

48. In the absence or disability of the Chair, the Vice-Chair shall exercise the powers of the Chair and shall perform such other duties as shall be imposed upon himself/herself by the Board.
49. Should both the Chair and the Vice-Chair be absent, or unable to act, the performance of their powers and duties shall be delegated to a Chair appointed by the Board.

***Duties of the Secretary***

50. The Secretary shall attend all Annual and General Meetings and all meetings of members and shall issue such correspondence as directed by those meetings.
51. The Secretary shall keep a record of all facts, motions and minutes of all proceedings.
52. The Secretary shall ensure notice is given of all general meetings of members and of the Board.
53. The Secretary shall ensure an accurate list of all members is maintained.
54. The Secretary shall keep the by-laws current by recording all amendments and additions.
55. The Secretary shall perform such other duties as may be prescribed by the Board or Chair, under whose supervision he/she shall be.

***Duties of the Treasurer***

56. The Treasurer shall be a signing officer for the Corporation.



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57. The Treasurer is responsible and accountable to the Board of Directors and shall perform such functions as are from time to time required by the Board through a by-law, motion or otherwise. The Treasurer is responsible to prepare annual budgets and monthly status reports. The Treasurer shall also ensure that the Board provides oversight to monthly and annual financial reports.

**H. EXECUTIVE COMMITTEE**

58. The Executive Committee shall consist of Directors filling the roles of the Chair, Vice-Chair, Secretary and Treasurer.

59. Three (3) Directors of the Executive Committee shall constitute a quorum.

60. The Executive Committee shall function under the authority of the Board; perform any duties and functions as delegated by the Board, and forward to the Board for consideration, any recommendations made by the Executive Committee to the next general meeting of the Board.

61. The Executive Committee is responsible to oversee the operation of any subsidiary entities.

**I. INDEMNIFICATION**

62. The Corporation shall indemnify and save harmless each Director, and his or her heirs, executors and administrators, and estate and effects, from time to time and at all times from and against:

- a) all costs, charges, damages and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of his or her duties as a Director or Officer of the Corporation; and
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs of the Corporation, except any costs, charges or expenses a court of competent jurisdiction determined arose as a result of the Director's own willful misconduct or negligence.

**J. DIRECTORS' RELIANCE**

63. Directors may rely in good faith upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

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64. A Director shall declare a Conflict of Interest under circumstances of holding office or profit in any organization in which they are directly or indirectly interested in dealing with or contracting as a vendor, purchaser or any arrangement. No Director shall be disqualified from holding his or her Director position for these reasons. No contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The Director will recuse themselves from a vote on any resolution to approve such contract.

**K. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

65. Contracts, documents or other instruments in writing require a signature of the Corporation and shall be signed by any two (2) of the Chair, Vice-Chair, Treasurer, or Secretary, where authorized by resolution of the Board to do so.

66. The Board has the power to appoint an Officer or Officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or just sign specific contracts, documents, or instruments in writing.

67. The terms “contracts, documents, or any instruments in writing,” as used herein shall include deeds, mortgages, charges, conveyances, transfers, and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

**L. RULES AND REGULATIONS**

68. The Board may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next General Meeting of members where they shall be confirmed.

69. In default of such confirmation of said rules and regulations at such General Meeting they shall at all times and from that time forward cease to have effect.

**M. RESOLUTIONS AND AMENDMENTS**

70. The by-laws of the Corporation may be amended at any Annual or General Meeting of the Corporation by a resolution adopted by a two-thirds (2/3) majority vote of the members of the Corporation present and voting at an Annual or General Meeting.
71. Notice to amend any by-laws or introduce a new by-law shall be given in writing at the time of a General Meeting of the Corporation, or prior to the meeting by circulation to the members of the Corporation.
72. Any other resolution shall be deemed passed if a simple majority of the members of the Corporation present vote in favour of such resolution.

**N. BOOKS AND RECORDS**

73. The books and records of the Corporation shall be open to inspection by members at all reasonable times, upon reasonable notice, and at the head office of the Corporation.
74. All financial instruments owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

***Financial Year***

75. The financial year of the Corporation shall terminate on the 30<sup>th</sup> day of April in each year or on such other dates as the Directors may from time to time by resolution determine.

**By-Law No. 1, as APPROVED by the Members of the Corporation on this 2nd day of June, 2021 at Sault Ste. Marie, Ontario. This By-Law No.1 amends and replaces By-Law No. 1 dated May 24, 1991.**

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Signature: *A. Reich*  
Name: *Amy Wheeler Reich*  
Position: *President*

Signature: *Donald N. Nixon*  
Name: *Donald N. Nixon*  
Position: *Secretary*