

BYLAWS OF
QUEEN CITY MARATHON INC.
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1. DEFINITIONS

In these and all other documents of the corporation, unless the context otherwise requires or specifies:

- (a) "Act" means The Non-Profit Corporations Act, 1995 as amended or replaced from time to time; and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions.
- (b) "the corporation" means Queen City Marathon Inc.
- (c) "the directors", "board" and "board of directors" means the Directors of the corporation;
- (d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the of such terms.
- (e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.
- (f) "member" means any person with a membership interest in the corporation.

2. MEMBERSHIP

- (a) the membership of the corporation shall consist of "voting" members and "associate" members:
 - (i) a "voting" member is entitled to all privileges of membership including the right to vote at meetings of members.
 - (ii) an "associate" member is entitled to all privileges of membership except the right to vote at meetings of members and the right to be elected as a director.
 - (iii) any person who is eighteen years of age or older may apply to the Board of Directors for a "voting" membership in the corporation.
 - (iv) an "associate" member is any person who has participated in the Queen City Marathon Inc. events as a runner, a walker or a volunteer.
 - (v) a "voting" member is any "associate" member who has paid a membership fee as set by the Board of Directors for that fiscal year.
- (b) annual "voting" membership fees payable to the corporation may be amended from time to time as decided by the Board.
- (c) the members may approve or reject any and all applications for membership, as they in their absolute discretion deem necessary. This power may be assigned to the Directors at any general meeting.
- (d) upon termination of membership for cause or otherwise, a member is not entitled to any refund of membership fees paid.

- (e) the corporation may issue a membership receipt evidencing membership in the corporation.

3. DISCIPLINE

- (a) in all situations and particularly in circumstances where conflict of interest as disclosed cannot be resolved, it is the responsibility of the Board to make a determination and take whatever action the Board deems appropriate to protect the interests or welfare of the corporation and ensure the fidelity of all Directors.
 - (i) where it is determined by the Board that a Director of the Board has not declared and/or satisfactorily resolved a conflict-of-interest situation as determined by the Board, the Board will consider the extent to which the duty to act in good faith and in the best interests of the corporation has been breached by the Director. Breaches which are deemed by the Board to be severe may result in the removal of the Director from the Board or its respective Committee.
 - (ii) notice of such action and subsequent meeting must be given in writing to the Director at least thirty (30) days prior to such a meeting. Any Director, who is being considered for removal, must receive the same notification and may be in attendance, at the said meeting, and be heard.

4. MEETINGS OF MEMBERS

- (a) an annual general meeting of the “voting” members of the corporation shall be held at least once each calendar year and not more than fifteen (15) months after the preceding annual general meeting, at a time and a place to be fixed by the Directors.
- (b) the general meetings referred to in the preceding clause shall be called annual general meetings or general meetings and all other meetings of the corporation shall be called special general meetings. All meetings shall be held in the city of Regina, Saskatchewan.
- (c) all business transacted at a special or annual meeting, except consideration of the financial statements, auditor's report, election of directors and reappointment of an incumbent auditor, and the consideration of bylaws submitted by the directors, is deemed to be special business.
- (d) no special business may be transacted at a meeting of “voting” members unless the notice of meeting states the nature of the business in sufficient detail to permit “voting” members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.
- (e) Any “voting” member may submit to the corporation notice of any matter that the “voting” member proposes to raise and discuss at the general meeting and notice of the proposal shall, if received at least sixty (60) days before the anniversary of the previous annual meeting of the “voting” members, be given to members in accordance with the Act.

- (f) notice of the time and place of a general meeting of “voting” members shall be sent not less than 15 days or more than 50 days before the meeting, to each “voting” member entitled to attend the meeting and to the auditor. Distribution of notices for the annual meeting will be sent by email only. Members not having an email address on file will not be notified.
- (g) subject to the Act, irregularities in the notice of any meeting, or in the giving thereof, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any “voting” member shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.
- (h) at every general meeting of the “voting” members, each “voting” member is entitled to vote on each motion.
- (i) voting at a meeting of the “voting” members shall be by show of hands except where a ballot is demanded by a “voting” member either before or after a vote by show of hands.
- (j) a quorum of “voting” members at a general meeting shall consist of five (5) “Voting” members personally present.
- (k) notice of the Annual General Meeting shall be given to all members in accordance with the manner for distribution of financial information. Associate members are not able to vote or to be elected to the board, nor can they bring motions or speak to same at an Annual General Meeting except upon the discretion of the chair.

5. DIRECTORS

- (a) The Board of Directors governs by fulfilling the following roles:
 - (i) Policy Formulation – establish policies to provide guidance to those empowered with the responsibility to lead and manage Queen City Marathon Inc.
 - (ii) Decision Making – on matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that advance the goals of Queen City Marathon Inc.
 - (iii) Oversight – monitor and assess organizational performance and outcomes.
- (b) The responsibilities of the Board of Directors are to:
 - (i) Establish strategic direction
 - (ii) Provide excellent leadership and management
 - (iii) Ensure quality and effectiveness of Queen City Marathon Inc
 - (iv) Ensure financial and organizational viability
 - (v) Ensure the effectiveness of the Board of Directors
 - (vi) Fulfill responsibilities as individual directors
 - (vii) Build relationships in the community
- (c) the Board of Directors of the corporation shall consist of a minimum of four (4) persons and a maximum of ten (10) persons.

- (d) directors shall be elected by the “voting” members at an annual general meeting for a term expiring at the conclusion of the annual meeting convened in the third year following the year in which he or she was elected to the Board (a term of three years (3).
- (e) not more than 40% of the Directors of the Board are to be elected for a term expiring at the conclusion of the annual general meeting convened in the year following the year in which they were elected
- (f) a Director may resign upon giving notice in writing to the corporation and such resignation shall take effect upon receipt by the corporation or upon such later date as may be specified in said notice.
- (g) every Director of the corporation who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a director of the corporation shall, in writing, disclose to the Board the fact and nature and the extent of the conflict. Any interest which any Director may have as a result of being, an active marathon competitor shall be deemed not to be a conflict of interest for the purposes of this clause.
- (h) a retiring Director shall be eligible for re-election for up to a maximum of ten (10) consecutive years (effective March 2019). After ten (10) consecutive years (effective March 2019) a retiring Board member must allow one year to lapse before being eligible for re-election
- (i) Subject to the Act, a quorum of the Board may fill a vacancy in the board, except a vacancy resulting from an increase in the minimum number of directors or from a failure to elect the minimum number of directors. Such filling of a vacancy is effective only until the next meeting of the members. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of Directors, the board shall forthwith call a special meeting of the “voting” members to fill the vacancy. If the Board fails to call such a meeting or if there are no Directors then in office, any member may call the meeting.
- (j) no person shall be qualified to be a Director if not a “voting” member of the corporation and not at least eighteen years of age.
- (k) all Board Committees shall be agreed upon by the Board of Directors.
- (l) the Board, at its discretion, may add special advisor(s) for special circumstances. A special advisor shall have no voting privileges at Board meetings.

6. OFFICERS

- (a) the Directors shall elect from among themselves such officers as they think appropriate, which may include a President, a Vice-President, and a Secretary, or any combination thereof. The persons holding such offices, besides filling any duties assigned to them by the Directors, shall have such powers as are usually incidental to their office.

- (b) the President shall preside at all meetings of the Board and of the members of the corporation. The President is the chief executive officer of the Board and shall supervise the other Officers in the execution of their duties.
- (c) the Vice-President shall assist the President in the performance of their duties and shall act in the absence or inability of the President.
- (d) the Secretary shall enter or cause to be entered in records kept for that purpose minutes of all meetings of the Board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, and auditors; and shall have such other powers and duties as the Board may specify.
- (e) the Executive Director shall support the Board in understanding of financial accounting for non-profit corporations; support the board's review of and actions related to the Board's financial responsibilities; review the annual audited financial statement and answer the Directors questions about the audit and shall have such other powers and duties as the Board may specify.

7. PROCEEDINGS OF DIRECTORS

- (a) the Directors shall manage the activities of the corporation. The powers of the Board shall be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.
- (b) Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceeding, and 50% of the current Directors shall be a quorum.
- (c) meetings of the Board may be held at any time without formal notice if all the directors are present or if those absent have signified in writing their consent to the meeting being held in their absence. Notice of any meeting where notice had not been dispensed with may be given by email, letter, telephone or otherwise at least five days prior to the meeting or if sent by mail at least ten days prior to the meeting, excluding the day of delivery, mailing or otherwise. Notice of any meeting, or any irregularity in any meeting or in the notice therefore, may be waived by any director in any manner whatsoever.
- (d) meetings may be held by electronic methods if held in a manner, which permits all persons participating in the meeting to communicate with each other, and only with the consent of all the Directors.
- (e) any two Directors may call a meeting.
- (f) the President must call a minimum of 4 meetings annually.
- (g) questions arising at any meeting of directors shall be decided by a majority of votes, and in the case of an equality of votes the motion shall be lost. The chairperson shall not have a deciding vote.

- (h) the Directors may delegate any of their powers to committees (as permitted by the Act) and may revoke such delegation at any time. The duties of the committees shall be assigned by the Directors.
- (i) Directors must exercise the utmost good faith in all transactions and decisions involved in their duties, and they must not use their positions with the corporation or knowledge gained there from, for their personal benefit. The interests of the corporation must have the first priority in all decisions and actions. Directors have a paramount responsibility in promoting and preserving the interests of the corporation and they must avoid any conflicts of interest between themselves and the corporation.
 - (i) the potential for a conflict of interest will arise in situations where Directors are chosen for their expertise and leadership in other fields or their specialize expertise relative to a specific community or institutional interest as occurs with ex-officio appointments. The Directors' expertise in other fields can be beneficial to and consistent with the primary goals of the corporation.
 - (ii) these procedures are designed to provide timely, equitable and objective means to declare, report, investigate and resolve potential or actual conflicts of interest which may not be voluntarily resolved at the time that the conflict or potential conflict is identified.

8. FINANCIAL AFFAIRS

- (a) the fiscal year of the corporation shall end on the 30th day of November of each year.
- (b) the Directors shall cause to be kept proper records and accounts of all financial transactions of the corporation.
- (c) the Directors shall place before the members at every annual general meeting the financial statements for the period beginning immediately after the end of the last completed financial year. They shall also place before the members the report of the auditor, if any.
- (d) the Directors shall approve the financial statement and shall evidence their approval by the signature of one or more Directors.
- (e) no financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the auditor, if any.
- (f) the corporation shall have publicly available a copy of the annual financial statement and the report of the auditor, if any, not less than fifteen days after each annual general meeting or may in lieu thereof, publish a notice stating the documents are available on the website of the corporation and that any member may, upon request, obtain an e-copy
- (g) A Director shall have the right to inspect any account, book or document of the corporation except as conferred by law or as authorized by the directors.
- (h) all funds of the corporation shall be deposited in the name of the corporation at a chartered bank, trust company or credit union, designated by the Directors.

- (i) all cheques, promissory notices, bills of exchange or other negotiable instruments shall be executed in the name of the corporation and signed in accordance with motions passed by the Directors for that purpose.
- (j) no remuneration shall be paid to the Directors other than compensation for travel and sustenance while on corporate business, at rates set by the Saskatchewan Public Service Commission.

9. AMENDMENTS TO BYLAWS

- (a) the Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- (b) the Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of the members and the members may, by ordinary resolution, confirm, reject amend the bylaw, amendment or repeal.
- (c) a bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of Directors until confirmed, confirmed as amended, or rejected by the regular members at the Annual General Meeting or a special members meeting.
- (d) if a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of the members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members at the next Annual General Meeting or a special members meeting.

10. LIQUIDATION AND DISSOLUTION

At the time of dissolution of the corporation any remaining property and/or other assets of the corporation shall be sold or otherwise dealt with as the Directors shall decide by majority vote with the proceeds being donated to the charity of their choice.

Dated at the City of Regina, in the province of Saskatchewan. The 26 day of March, 2019.

QUEEN CITY MARATHON INC.

Per: _____
Director

Per: _____

Director