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

Rifles and Reels Game and Fish Club

(the "Corporation")

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

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;


"**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;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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"executive" means the president, secretary or treasurer.

"officer" means the president, the secretary or the treasurer

2. Interpretation

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.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board and the executive. If a corporate seal is approved, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Financial Year


The financial year end of the Corporation shall be December 31 in each year.

5. Banking Arrangements

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.

6. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents, publish a notice via the club newsletter stating that the annual financial statements and documents are available to any member and may, on request, obtain a copy free of charge.

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7. Membership Conditions

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. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. If requested by the executive, a member or prospective member must agree to a police check, which shall be paid for by the member or prospective members. Persons wishing to join from another club must provide a letter of Good Standing from their former club that is signed by a current executive of said club, if requested by the Corporation.

If at any time, a member no longer holds a valid PAL, they must immediately notify the Corporation in writing. Failure to do so may result in immediate expulsion.


All members who join the corporation for the first time will have a one year probationary period during which they may become accustomed to the policies and procedures of the corporation. They shall be identified by a yellow "Rookie" stripe or dot on their membership card. If at any time during the probationary period they demonstrate themselves to be a risk in any way to the corporation, the corporation reserves the right to not renew their membership.

- A-1** No member shall make any statements as a spokesperson for the Corporation unless it is authorized at a meeting by the Executives and or the Board of Directors. Any statements made shall be of personal opinion only.

7.1 Membership Types

Membership types are as follows:

- (a) Individual
- (b) Family
 - Primary membership.
 - Secondary membership.
 - Any additional family memberships.
 - Family members under 15 years old
 - All members listed under family membership must reside in the same dwelling.
- (c) Seniors (members over 60 yrs.)
- (d) Honorary (one who assists Club materially)

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(e) Corporate Membership

All members listed in a Corporate membership must be continually employed by the Corporation named in the membership agreement.

Membership fees shall be determined by the executive. Increases shall not exceed 3% of the membership fee unless approved by the membership. Increases greater than 3% must be approved by the membership. Membership fees may only be increased once per calendar year. Revised fees shall go into effect immediately for new applicants and upon renewal for existing members.

7.2 Early bird clause:

In the event of an increase in the membership fees, members may renew at the old rate, provide they renew prior to November 1st.


7.3 Membership Year

The membership year is from January 1st to December 31st. The membership renewal date is between November 1st and December 31st. Members may apply for renewals sooner. Membership fees that are not paid within one (1) calendar month of the last renewal date, (December 31st), shall result in the member being in default and shall automatically cease to be a member of the Corporation.

8. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote. Only members in good standing will be entitled to vote. Notice shall be by any of the following means:

- a) By mail, corporate newsletter, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

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b) In the case of a corporation that has more than 250 members, by publication

at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members,

or

at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

9. Place of Members' Meeting


Meetings of the members may be held at any place within Canada determined by the board or the executives.

10. Frequency of Members' Meetings

There shall be no less than three (3) General Meetings of the membership in a calendar year, in addition to the AGM The executive shall determine meeting dates and inform the membership in accordance with By-law 8 Notice of Members Meeting. The AGM shall not be considered a general meeting.

11. Annual General Membership Meeting

(AGM) shall be held in December at which time elections shall take place. Newly elected executives shall begin their term on January 1st.

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12. Members Calling a Members' Meeting

The board of directors or the executives shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the writ (petition), any member who signed the requisition may call the meeting.

Absentee Voting at Members' Meetings (Proxy)

A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder. Each member must appoint a different proxy holder. Only family memberships may appoint the same proxy holder.

a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;


a member may revoke a proxy in writing executed with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

a proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, to vote at the meeting by way of a show of hands

a form of proxy must include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided only if the form of proxy states, in bold-face type, specific instructions, how the proxy holder is to vote at the membership in respect of each matter or group of related matters.

:If a choice is not provided, the member may write in how they wish to vote.

: Proxies must be returned in a sealed envelope. One proxy per envelope.

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- : Proxies are to be opened by the chairperson at the beginning of the meeting.
- Proxies will not be accepted after the CALL TO ORDER.
- : All proxies must be signed. Signatures may be subject to verification.

Rifles and Reels Game and Fish Club – Proxy


I, _____, a member in good standing of the above named corporation, authorize _____, also a member in good standing of the same corporation, to attend the general membership meeting to be held on _____, 20__ and to act at the meeting in the same manner, to the same extent, and with the same power as if I were present at the meeting.

I understand that my signature may be subject to verification and that I can only submit one proxy per meeting.

Specific Instructions:

Signature _____ Membership No. _____

Dated this _____ day of _____, 20__

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13. Sportsman of the Year Award

The Sportsman of the Year Award represents members, who through their actions, promoted, supported, or advanced the corporation well beyond the day to day activities of the corporation.

Nominations for Sportsman of the Year shall begin at the October General members meeting. Final nominations as well as the election shall take place at the November General Membership meeting. Election for Sportsman of the Year shall be by secret ballot only.

There shall be a maximum of two (2) winners and if deemed appropriate by the executive and or the board of directors, not more than three (3) Honorable Mentions


14. Election Voting

The nominations of Officers and Directors shall be conducted by secret ballot starting in October. Scrutineers shall be nominated from the floor.

In November, a committee of three (3) persons, who are not nominated, shall be formed to run the elections at the December AGM. They shall appoint one member of the committee to be the Chairmen of the Elections Committee and said person shall run the elections during the December AGM.

Nominations shall be made from the floor at the general meeting in October and November. The nominee need not be present, but they must be a member in good standing and their willingness to stand must be submitted in writing or verbally expressed to the executive prior to the election.

The sequence of elections shall be as follows:

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NOTE THAT ALL THESE ELECTIONS SHALL BE BY NOMINATION AND BALLOT.

President

Secretary

Treasurer

Directors (between 3 and 5)

A member may vote only once per position.

Proxy voting is not permitted.

The secretary shall deliver the ballots to two or more scrutineers appointed by the Chairmen of the Elections, who are NOT nominated.

The scrutineers shall count the votes cast by the ballots. They shall prepare and sign a certificate of the names of the members receiving the highest number of votes and deliver it to the Chairmen of the Elections Committee. The certificate will be appended to the minutes of the AGM.


Ties will be broken by the current President.

The Chairman shall declare, at the Annual General Meeting, the candidates named in the scrutineers' certificate have been elected, but the current executives shall continue to act until their successors begin their term on January 1st.

The ballots shall be destroyed not less than 48 hours following the adjournment of the AGM.

15. Voting at regular meetings

Business arising at any Members' meeting shall be decided by a majority of votes.

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- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all members present by the chair of the meeting.
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question (motion), the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. Whenever a vote by show of hands is taken on a question (motion), unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.


15.1 Special Resolutions

Vacancy in Office

By-laws and Effective Date

16. Appointment of Officers due to Vacancies

The board may designate the offices of the Corporation, appoint officers on an annual basis, specify their duties and, delegate to such officers the power to manage the affairs of the Corporation in the event no one is elected to fill said position or such person resigns, or vacates their position. A director may be appointed to any office of the

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Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may not be held by the same person.

17. Committees

The board or the executive may, each year, appoint one or more standing committees to advance the work of the corporation as stated in the corporation's objectives. These committees shall always be subject to the final authority of the executive. Any committee appointment may be terminated by the sole discretion of the executive.

18. Termination of Membership


A membership in the Corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
3. the member resigns by delivering a written resignation to the executive of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
4. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved.

19. Effect of Termination of Membership

Upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

20. Discipline of Members

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

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board and or the executive in their sole discretion;
3. Mismanagement, or stealing of funds or mismanagement, or stealing property of the Corporation;
4. for any other reason that the board and or the executive in their sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the executive determines, by no less than a 2/3 majority vote, that a member should be 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 to the member and shall provide reasons for the proposed suspension. 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 from membership in the Corporation.

While suspended, a member may not:

- : vote at meetings
- : act as a proxy holder

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: access club property unless it is to attend a meeting

20.1 Expulsion

Should the executive and or the board recommend expulsion for a member, a motion shall be placed to expel said member at the next general membership meeting. The membership will decide by 2/3 vote on said members expulsion. The suspended member has the right to address the membership immediately prior to the vote.

21. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and such other persons who are entitled or required under any provision of the articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. Such persons may not vote and shall be clearly identified with a "Guest" tag.


22. Quorum at Members' Meetings

A quorum at any meeting of the members shall be a minimum of 15 members entitled to vote at the meeting. 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.

23. Quorum at the Annual General Meeting (AGM)

Quorum shall be not less than 5% of the total membership on record for that year or not less than 15 members in good standing.

24. Participation by Electronic Means at Members' Meetings

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Participation at meetings of members may not be by telephonic, electronic or other communication facility.

25. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

26. Number of Directors

The board shall consist of a minimum of three (3) and maximum of five (5) directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution. While serving as a director, a director may not hold a position on the executive.

27. Term of Office of Directors

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.


28. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

29. Regular Meetings of the Board of Directors

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.

30. Notice of Meeting of Board of Directors

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Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in section

34. Method of Giving Any Notice

On giving notice of meeting of directors of this by-law to every director of the Corporation not less than 10 days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.


31. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question (Motion) 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.

32. Description of Offices

Persons must be members in good standing with the Corporation in order to hold an office. Officers shall have the following duties and powers associated with their positions:

President – If appointed, 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, subject to the authority of the board, have general supervision of the affairs of the Corporation. The president shall preside over

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all meetings of the members. The president shall hold their office for a term of two (2) years. After a MAXIMUM of three (3) consecutive terms as president, that member may not run again for president for at least one (1) year. If no member is willing to stand for election to the position, this requirement may be waived.


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 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, and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and act as de facto membership chair should the need arise. The secretary shall hold their office for a term of one (1) year. After two (2) consecutive terms as secretary, that member may not run again for secretary for at least one year. If no member is willing to stand for election to the position, this requirement may be waived.

Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify. The treasurer shall be the de facto chair of the Budget Committee, if one is appointed by the board or by the executives. The treasurer shall hold their office for a term of one (1) year. After two (2) consecutive terms as treasurer, that member may not run again for treasurer for at least one year. If no member is willing to stand for election to the position, this requirement may be waived.

Should any of the directors or executives fail to attend three (3) or more meetings with out just notice, they shall be deemed to have been removed from office.

33. Vacancy in Office

The board may remove, by 2/3 vote, whether for 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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1. the officer's successor being appointed,
 2. the officer's resignation,
 3. such officer ceasing to be a director (if a necessary qualification of appointment)
- or
4. such officer's death.


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. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and

The board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

34. Method of Giving Any Notice

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 articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board shall be sufficiently given:

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;
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose;

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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, 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.

35. Invalidity of any Provisions of this By-law


The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of these by-laws.

36. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board, 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.

37. Mediation and Arbitration

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.

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38. Dispute Resolution Mechanism

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 , 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:

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.

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

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.

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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.

39. Procedural Binder

All changes made to the Bylaws are also to be made to the Procedural Binder. The original Motion shall be quoted, and appended to the appropriate by law. A second copy shall be placed in the current years working copy of the procedural binder. The procedural binder shall consist of the working rules and regulations of the Corporation and shall not supersede the constitution and by-laws of the Corporation. The secretary shall keep and maintain the procedural binders.

40. By-laws and Effective Date


These by-laws may not be amended or repealed without having the by-law, amendment or repeal confirmed by the members by special resolution and stamped with the corporate seal. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

Passed by the membership, and confirmed by the Executive as well as the Board of Directors and stamped with the Corporate Seal this

_____ day of _____, _____

President

Secretary

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ADDENDUMS

- A-1** On November 29th, 2016 Addition of Spokesperson by-law to 7.0 Membership Conditions by unanimous vote.