



SMITHS FALLS FLYING CLUB 2017

BY-LAW #1

October 20, 2019

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The Smiths Falls Flying Club re-incorporated in 2017 pursuant to the Ontario Not-for-Profit Corporations Act. This act was passed in 2010 and is expected to come into force in 2020.

BY-LAW NO. 1

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

THE SMITHS FALLS FLYING CLUB 2017

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

ARTICLE 1 – INTERPRETATION

1.1 Definitions

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

1. “Club”, “Smiths Falls Flying Club” means THE SMITHS FALLS FLYING CLUB 2017 Inc.;
2. “Annual Capital Plan - ACP” means the plan defining the annual asset purchases for the club;
3. “Annual Operating Plan - AOP” means the plan defining the day- to-day operation of the Club and any associated businesses and sets out the annual revenue and expenditures;
4. “Articles of Incorporation” has the same meaning as “Letters Patent”;
5. “Annual Meeting of Members – AMM” refers to an annual meeting which is open to all members;
6. “Special Meeting of Members” means a meeting of all members which may be called to deal with priority items;
7. “Board” means the Board of Directors of the Club;
8. “By-laws” means the by-laws of the Club (including the appendices to any such by-law);
9. “Corporations Act” means the Corporations Act, R.S.O. 1990, chap. C. 38 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of the Club to provisions of the Corporations Act shall be read as references to the substituted provisions in the new statute or statutes;
10. “Director” means an individual elected or appointed to the Board;
11. “Employ” has the meaning set out in the Ontario Employment Standards Act, 2000, S.O. 2000, c. 41 as amended;
12. “Member” means a person granted membership pursuant to Article 3;
13. “Active Member” means a member in good standing entitled to vote;
14. “Voting Member” means every active member entitled to vote;
15. “Member in Good Standing” means a Member who is not in arrears of any payments due to the Club, and whose membership is not suspended for any reason set out in the By-laws or the Rules and Regulations;
16. “Motion” means a proposal tabled at a meeting, where it will be voted on
17. “Officer” means an individual appointed as an officer of the Club according to the provisions of Article 8;

18. "Bookkeeper" means the person retained by the Board to maintain and process all daily accounts of the Club. The Bookkeeper works closely with the Treasurer and the President and is accountable to the Board;
19. "Person" includes, where applicable, an individual, a partnership, a corporation, an organization, and a business;
20. "Rules and Regulations" has the meaning set out in Article 2.6 of this By-law;
21. "Regulations" means the regulations made under the Corporations Act as from time to time amended, and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulations;
22. "Special Resolution" means a significant change within the Club as proposed by the Board and confirmed by at least two-thirds of the votes cast at a Meeting of the Members duly called for that purpose.

1.2 Interpretation

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

1. Except where specifically defined herein, all terms contained herein and which are defined in the Not For Profit Corporations Act shall have the meanings given to such terms in the Not For Profit Corporations Act, as applicable;
2. To the extent of any conflict between the provisions of the By-laws and the provisions of any of the Corporations Act or the Articles of Incorporation, the provisions of the Not For Profit Corporations Act or the Articles of Incorporation, as applicable, shall govern;
3. Words importing the singular shall include the plural and vice versa;
4. Words referring to gender shall include all genders;
5. The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws; and
6. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions

ARTICLE 2 - GENERAL

2.1 Purpose

The purposes and objects of the Club shall be those as set out in the Articles of Incorporation. The Smiths Falls Flying Club operates in accordance with our stated Mission, Vision and Values as publicly posted at the Head Office.

2.2 Head Office

The head office of the Club shall be at 102 Van Exan Drive, Smiths Falls, Ontario K7A 4S6 or at such other location as determined by the Board. The current mailing address is: The Smiths Falls Flying Club 2017, PO Box 4, Station Main, Smiths Falls, Ontario, K7A 4S9.

2.3 Financial Year

Unless otherwise determined by the Board, the fiscal year-end of the Club shall be December 31st.

2.4 Auditors

1. The Members may at each annual meeting of members appoint an auditor, accredited to general Canadian auditing standards, to audit the accounts of the Club and report their findings to the Members at the next annual meeting. The Board shall determine the remuneration of the auditor.
2. A full audit engagement of the Club's accounts shall be completed at least every five (5) years.
3. An audit review engagement of the Club's accounts shall be completed at least once during the period that is between twenty-four and thirty-six months after the full audit, or more frequently as directed by the Board during that five year interval.

2.5 Amendments

1. The Articles of Incorporation may only be amended by a Special Resolution.
2. Amendments to the by-laws shall be approved by a majority of the Members at a special meeting of members .

2.6 Rules and Regulations

The Rules and Regulations document describes the operation of the Club as follows:

1. Hangars and Hangar sites;
2. Club aircraft;
3. Property;
4. Membership;
5. Fees and Dues;
6. Expenditures and authorization limits;
7. Any other items as may from time to time be required.

2.7 Annual Operating Plan

The Board shall annually prepare an Annual Operating Plan (AOP) to be ratified by the Members at the Annual Meeting of Members. The AOP shall set out anticipated revenues and non-capital expenditures for the coming fiscal year.

2.8 Annual Capital Plan

The Board shall annually prepare an Annual Capital Plan (ACP) to be ratified by the Members at the Annual Meeting of Members. The ACP shall set out the proposed capital purchases for the coming fiscal year.

2.9 Committees

The Board shall direct the creation of standing committees, including:

1. Finance;
2. Flight Training Unit (FTU);
3. Person Responsible for Maintenance (PRM);
4. Airport Management Team (AMT);
5. Flying Club operations and other functions; and
6. Any other committees that may from time to time be created.

2.10 Committee Guidelines

1. With the exception of the FTU and PRM, all committees shall be under the supervision of and report to the Board. The Board shall staff each Committee Chair from among the Members in Good Standing. The PRM and CFI report directly to the President and the President is the Accountable Executive in accordance with Canadian Aviation Regulations (CARS 106.01 and 106.02).
2. Members of committees serve at the discretion of the Board.
3. In the event of a vacancy in the office of Chair of a committee, the Board shall, as soon as practicable, appoint another chair of such committee;
4. Any vacancies occurring may be filled by a member chosen by the chair;
5. Any vacancy so filled must be ratified by the Board as soon as practicable; and
6. A majority of the members of a committee shall constitute a quorum.

2.11 Books, Records and Operational Information

The Board shall ensure that all necessary books, files, documents and records of the Club required by the By-laws of the Club or by applicable law, are regularly and properly kept, and that they are retained in a secure location at the head office. Members are entitled to access all Club financial reports and minutes of meetings (other than in camera meetings). Confidential or proprietary information will not be disclosed to the membership until such time as the membership is required to vote on a related issue.

ARTICLE 3 – MEMBERS

3.1 Classes of Members

1. Membership in the Club shall be available only to individuals who meet the conditions set out in Article 3.2 below and have applied for and been admitted into Membership in the Club in such manner as may be determined by the Club's Rules and Regulations document.
2. The classes of membership in the Club are:
 - i. Active Member;
 - ii. Student Member;
 - iii. Family Member; and
 - iv. Honourary Lifetime Member.

3.2 Conditions for Membership

Any individual may become a Member provided the applicant:

1. Obtains a sponsor who is a Club member;
2. Completes the required application form for consideration by the Board;
3. Pays the fees for new Members as set out in Article 3.4 below;
4. Obtains approval by the Board; and
5. Does not owe monies to the Club.

3.3 Rights and Conditions of Membership

1. Each Member shall be entitled to all the rights and privileges as specified in the Rules and Regulations;
2. Membership is a personal privilege, which shall not be sold, transferred or assigned, unless otherwise permitted in writing by the Board;
3. Each Member shall be responsible for the payment of his/her membership dues, fees, fines and member charges levied by the Club from time to time; and
4. Non-compliance by a member of any of paragraphs 1, 2 or 3 above is a breach of this By-law and permits the Board to revoke his or her membership; and
5. Members are expected to periodically review and abide by the By-laws, the Rules and Regulations, and any policies of the Club.

3.4 Fees

Members are required to pay the following annual fees:

1. Membership fees; and
2. For members who are hangar owners:
 - i. Hangar site lease payment, and
 - ii. Hangar taxes.

3.5 Special Provisions

The Board may pro-rate membership fees based on the joining date of the member.

3.6 Resignation

A member may resign from the Club by providing a notice in writing which shall be effective upon receipt by the Board.

3.7 Suspension or Termination of Membership

1. The Board may suspend or terminate a membership upon non-compliance with these By-laws or the Rules and Regulations of the Club;
2. The member shall be notified in writing by the Board of the intention to suspend or terminate membership;
3. The member shall be afforded reasonable opportunity to make representation to the Board in writing or in person as soon as practicable after being served with notice of the intent to suspend or terminate membership;
4. The decision of the Board is final;
5. Upon suspension or termination of membership, the rights of the Member, including any rights to the property of the Club and the right to vote at meetings of the Members, automatically cease to exist. In addition, such former Member shall immediately return to the President all Club property including membership cards, certificates, electronic data, documents or any other item belonging to the Club. Suspension or termination of Membership, for whatever reason shall not relieve a Member or former Member from any of his/her monetary or other obligations arising before the date of termination of membership;
6. A member whose membership is under suspension is not considered to be an active member and is not entitled to vote at any meeting of members.

ARTICLE 4 - MEETINGS OF THE MEMBERS

4.1 Notice of Meeting

Members in Good Standing shall receive notice of the AMM or Special Meetings and are entitled to attend and vote.

4.2 Annual Meeting of Members

1. The Annual Meeting of Members (AMM) shall be held on such day as determined by the Board, but no later than thirteen calendar months from the previous AMM; and
2. The AMM shall be held at the head office the Club or a suitable location, if the head office is determined to be unsuitable.

4.3 Business at Annual Meeting

In addition to the items enumerated at Articles 2.8 (Annual Operating Plan) and 2.9 (Annual Capital Plan), to be presented to the membership at every AMM, the following business may be transacted:

1. Approval of the minutes of the previous meeting;
2. Auditor's report;
3. Appointment of an auditor; and,
4. Current financial statements;
5. Any other business.

4.4 Special Meetings

1. Special meetings of the Members may be convened by order of the President or by the Board.
2. The President shall convene a special meeting on receipt of written requisition of not less than twenty-five percent (25%) of the voting Members for any purpose concerning the affairs of the Club. The meeting shall be held within 21 days of the receipt of the requisition by the President.

4.5 Notice

Subject to the Not For Profit Corporations Act, not less than 10 days' written notice shall be given in the manner specified in Article 12.1 to each Member of any annual or special meeting. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members may remind the Member that the Member has the right to vote by proxy.

4.6 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Club shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

4.7 Quorum

1. Twenty-five (25%) of the Voting Members of the Club present in person or by proxy at any meeting of the Members shall constitute a quorum; and

2. No business shall be transacted at any meeting unless the requisite quorum is present at the time the meeting is called to order. If a quorum is not present the meeting will be adjourned.

4.8 Chairperson

1. In the event the President and the Vice President are not present, the Members who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair, then the Members who are present and entitled to vote shall choose one of their number to be chairperson.
2. In the event the chair is chosen from among the members present, any business transacted must be passed by a two thirds majority of the voting members of the Club.

4.9 Adjournment

The chairperson of any meeting may, with the consent of the attending members, adjourn the meeting to a fixed time and place. Notice of such adjournment will be given to the Members, however, compliance to Article 4.5 above must be adhered for the rescheduled meeting. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.10 Voting

1. The following classes of members are entitled to vote on a motion at all meetings of members:
 - a. Active members
 - b. Honourary Lifetime Members
2. Every motion shall be determined by a majority of votes cast on that motion. A declaration by the chairperson of the meeting that a motion has been carried or lost shall be recorded in the minutes;
3. In the case of an equality of votes, the motion is lost; and
4. The Chair shall not have a second casting vote.

4.11 Proxies

1. Each Voting Member shall have the right to exercise one vote on each motion at a meeting of the Members;
2. Any Voting Member may by means of a written proxy, appoint a proxy holder to attend and vote at a specific meeting of the Members in the manner and to the extent authorized by the proxy;
3. Proxies are not transferrable beyond the person to whom they were issued;
4. A proxy holder need not be a Member, but a nonmember may vote only as specifically directed by the Member as indicated on the proxy form;
5. A nonmember proxy holder may not vote on any motion that has not been addressed on the proxy;
6. Proxies must be registered with the secretary of the meeting prior to the time the meeting is called to order; and

7. A proxy may be revoked by providing written notification thereof to the secretary of the meeting at any time prior to the meeting being called to order.

ARTICLE 5 – BOARD

5.1 Composition of the Board

1. The affairs of the Club shall be managed by the Board and who may exercise all such powers as provided by these By-laws and/or the Rules and Regulations.
2. The Board shall consist of no less than seven (7) and no more than nine (9) directors:
 - a. One of whom shall be chosen as the President by the Board members;
 - b. One of whom shall be chosen as the Vice-President by the Board members.
3. In the event the minimum number of directors is not elected:
 - a. The existing Board shall continue to manage the affairs of the Club;
 - b. The Election Committee shall reconvene to present a subsequent slate of nominees;
 - c. Another election process shall take place as soon as practicable.

5.2 Qualifications

To qualify for election as a Director and throughout each Director's term:

1. He/she shall be 18 or more years of age;
2. He/she shall be a Voting Member for at least the preceding two (2) years;
3. He/she shall not have been convicted of a criminal offence involving moral turpitude; and
4. To serve as President, he/she must have served for at least one (1) year as a member of the Board.

5.3 Election

1. The Board will be elected at the Club's AMM (Annual Meeting of Members).
2. Each Director shall be elected to hold office for two years, at which time each such Director shall retire as a Director, but, if qualified, may be eligible for re-election. Terms will be staggered to allow for approximately half of the Board to be elected each year, hence, providing continuity for the Club's operations.

5.4 Election Committee

1. The Board shall establish an Election Committee consisting of at least three members in good standing, one of whom shall be elected by the Election Committee as Chair. None of the members of the Election Committee may concurrently run as a Director of the Club;
2. Election proceedings shall be under the supervision of the Election Committee Chair, and;
3. Ballots shall be kept for 30 days after the election or may be destroyed as soon as practicable if so moved and carried by a majority of the members present.
4. The election process is documented in Article 6 of the Club's Rules and Regulations

5.5 Removal

1. The Board may suspend a Director for non-compliance with these By-laws or the Rules and Regulations of the Club by a unanimous vote of the remaining members of the Board;
2. The suspended Director shall be afforded reasonable opportunity to make representation to the Board in writing or in person as soon as practicable after being served with notice of the suspension;

3. The Members may remove any Director before the expiration of that Director's term at a special meeting in accordance with Article 4.4 of this bylaw.

5.6 Vacation of Office

A Director ceases to hold that position if that Director:

1. Ceases to be a Member of the Club;
2. Resigns his or her office by delivering a written resignation to the President. The resignation shall be effective at the time it is received by the Club or at the time specified in the resignation;
3. No longer fulfils all of the qualifications to be a Director set out in Article 5.2;
4. Becomes mentally incapable;
5. Has been convicted of any criminal offence involving moral turpitude;
6. Dies; or
7. Is removed from office in accordance with Article 5.5 above.

5.7 Filling of Vacancies

Any vacancy occurring on the Board may be filled for the remainder of the term of the vacating Director by the Directors then in office.

5.8 Remuneration

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any benefit from his or her position. A Director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

ARTICLE 6— POWERS OF THE BOARD

6.1 Management

1. The Board shall administer the affairs of the Club in accordance with applicable legislation and by-laws as well as the Rules and Regulations of the Club.
2. The Board shall have the authority to declare as surplus and dispose of any Club item having a value less than \$2,000.00.
3. Secretary - The Board shall appoint a Secretary who will attend and be the secretary at all meetings of the Board and Meetings of Members. The Secretary, at the direction of the President, shall be responsible for providing members with notice of meetings, record minutes of all meetings and maintain and secure books and records as directed by the Board.

6.2 Expenditures

The Board shall have the power to make expenditures and investments relating to the management of the Club, in compliance with the Club by-laws, the Rules and Regulations and in accordance with the AOP, or as agreed to by special resolution at a meeting of Members called for that purpose.

6.3 Contracting for Assistance

After canvassing the membership for the appropriate skills and capabilities, the Board may appoint such agents or hire any temporary employees or contract for services or assistance related to the Club.

6.4 Limitation

No member of the Board shall, on behalf of the Club, without specific approval by special resolution of the voting members at a meeting of Members called for that purpose:

1. Borrow money on the credit of the club;
2. Issue, reissue, sell, pledge or hypothecate debt obligations of the Club;
3. Buy a new asset or sell or gift any existing Club asset;
4. Give a guarantee on behalf of the Club; and
5. Mortgage, pledge or otherwise encumber any property of the Club, owned or subsequently acquired, to secure any debt obligation of the Club.

ARTICLE 7– MEETINGS OF THE BOARD

7.1 Place of Meeting

Meetings of the Board may be held either at the head office of the Club or at any place by majority consent of the directors.

7.2 Notice

1. A meeting may be convened by the President at any time;
2. The notice of meeting shall specify the purpose of or the business to be transacted at the meeting. Notice of any meeting shall be served in the manner specified in Article 12.1 of this By-law not less than three (3) days before the meeting is to take place; and
3. If the first meeting of the Board following the election by the Members is held immediately thereafter, no notice shall be necessary to the newly elected Director(s) in order to legally constitute the meeting, provided a quorum of the Directors is present.
4. For a meeting of the Board at which a Director is appointed to fill a vacancy on the Board within the three day notice period mentioned above, no notice shall be necessary to the newly appointed Director(s) in order to legally constitute the meeting, provided a quorum of the Directors is present.

7.3 Omission of Notice

The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

7.4 Adjournment

Any meeting of the Board may be adjourned from time to time by the chairperson of the meeting, with consent of the board members, to a fixed time and place. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated after its adjournment.

7.5 Regular Meetings

1. The Board may agree on a pre-determined day and time of regular meetings. If so, no other notice shall be required for any such regular meetings.
2. All Club members are welcome to attend any meeting of the Board. Club members will be asked to leave an in camera session if the Board is discussing items that are confidential.

7.6 Quorum

A majority of Board members shall constitute a quorum. Any meeting of the Board must maintain a quorum throughout the meeting, otherwise the meeting shall conduct no further business except to be adjourned.

7.7 Voting

1. Every motion shall be determined by a majority of votes cast on that motion. A declaration by the chairperson of the meeting that a motion has been carried or lost shall be recorded in the minutes;
2. In the case of an equality of votes, the motion is lost; and
3. The Chair shall not have a second casting vote.

7.8 Participation by Telephone or other Electronic Means

A Director may participate in a meeting of the Board by means of such conference telephone, electronic or other communications facilities. The technology must permit all persons participating in the meeting to communicate with one another simultaneously, and a Director participating by such means is deemed to be present at the meeting. Quorum shall be established by the Secretary at the beginning of each meeting.

7.9 Written Motions

Any written motion submitted by a Director is valid.

7.10 Minutes of Meetings of the Board

The minutes of a meeting of the Board shall be distributed to the general membership by electronic or other means no later than two weeks of being approved by the Board.

ARTICLE 8– OFFICERS

8.1 Composition

The Officers of the Club shall be:

1. President;
2. Vice-President; and
3. Treasurer

8.2 Duties and Term

1. Unless otherwise specified by the Board, the officers of the Club, shall have the following duties and powers associated:
 - a. **President** - The President shall preside as Chair at all meetings of the Board and at all meetings of the Members. The term of the President shall be two (2) years;
 - b. **Vice President** – If the President is absent, unable or refuses to act, the Vice President shall assume all duties and responsibilities of the President. The term of the Vice President shall be two (2) years; and
 - c. **Treasurer** - The Treasurer shall be appointed by the Board. The Treasurer shall be responsible for the maintenance and security of proper accounting records as directed by the Board and in accordance with generally accepted accounting principles. The term of the Treasurer shall be two (2) years.

8.3 Vacancy in Office

Each Officer shall continue in office until the earlier of:

1. Completes his or her term of office;
2. Ceases to be a Member of the Club;
3. Resigns his or her office by delivering a written resignation to the President. The resignation shall be effective at the time it is received by the Club or at the time specified in the resignation;
4. Becomes mentally incapable;
5. Has been convicted of any criminal offence involving moral turpitude;
6. Dies; or
7. Is removed from office.

8.4 Removal of Officers

1. The Officer shall be notified in writing by the Board of the intention to remove that Officer;
2. The Officer shall be afforded reasonable opportunity to make representation to the Board in writing or in person as soon as practicable after being served with notice of the intent to remove that Officer from office.
3. The decision of the Board is final.

ARTICLE 9— CONFLICTS OF INTEREST

9.1 Conflict of Interest

A Director who:

1. In any way is directly or indirectly interested in a contract or proposed contract with the Club;
2. In any way represents a member who is the subject of discussion at a meeting of the Board;
3. Is an employee or representative of a firm which is the subject matter of discussion at a meeting of the Board; or
4. For any other reason opts to declare a conflict of interest,

Shall make the disclosure to the Board.

9.2 Director not to Attend Meeting and not to Vote

A Director referred to in Article 9.1 shall not attend any part of a meeting of the Board during which the contract, transaction or matter is discussed and shall not vote on any resolution to approve the contract or transaction.

9.3 Remaining Directors deemed Quorum

Notwithstanding Article 7.6 above, if no quorum exists for the purpose of voting on a resolution to approve a contract, transaction or matter only because a Director is not permitted to be present at the meeting by reason of Article 9.1 above, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

9.4 Submission of Contracts or Transactions to Members for Approval

Any contract, act or transaction that is approved by the Board shall be valid and binding upon the Club and all the Members.

ARTICLE 10— FOR THE PROTECTION OF DIRECTORS AND OFFICERS

10.1 For the Protection of Directors and Officers

No Director or Officer shall be liable for any error or omission, whether intended or negligent, of any other Director or Officer or for any damage arising from such error or omission.

10.2 Indemnification

Subject to the applicable legislation, every Director or Officer or other person who in good faith and after exercising due diligence, undertakes any liability on behalf of the Club shall be indemnified and saved harmless from the funds of the Club against any action or suit brought against that person, or any other costs or expenses that such person incurs.

10.3 Directors' and Officers' Liability Insurance

The Club shall, at all times, maintain directors and officers' liability insurance as approved by the Board.

ARTICLE 11– SIGNING AUTHORITY, SECURITIES AND BANKING

11.1 Execution of Instruments

Within the limitations imposed by this by-law:

1. Any document requiring the signature of the Club, shall be signed by the President or his/her designee, or other officer(s) as required by law or as authorized by the Board, and any document so signed shall be binding upon the Club provided it is compliant with the Rules and Regulations;
2. The seal of the Club when required and as approved by the Board may be affixed to any document.

11.2 Cheques, Drafts, Notes, Etc.

All orders for the payment of money shall be authorized by the President, Vice President, Treasurer or Bookkeeper of the Club. Signatures of any two (2) of the foregoing are required on all cheques or other orders for payment.

11.3 Deposit of Securities for Safekeeping

The funds of the Club shall be deposited with a major Canadian financial institution(s). Such funds may be withdrawn or transferred upon written direction to the institution by the Board.

ARTICLE 12– NOTICES

12.1 Service

1. Unless otherwise specified in this By-law, any notice required may be:
 - a. Mailed by regular or registered mail; or
 - b. Delivered personally (or by courier); or
 - c. Sent electronically to the address provided by the member.
2. Meetings of Members
 - a. Notice of meetings of members shall be published on the Club website at least 10 days prior to the intended meeting.
 - b. May be transmitted electronically to the membership.
3. Deemed Receipt. Notices which are:
 - a. Mailed by regular mail shall be deemed to have been received by the addressee on the fifth business day after mailing,
 - b. Mailed by registered mail, shall be deemed to have been received on the day they are received by the addressee according to the records of Canada Post,
 - c. Delivered personally or by courier, shall be deemed to have been received when delivered to the address of the person as recorded with the Club,
 - d. Sent electronically shall be deemed to have been received at the address as recorded with the Club by the addressee on the next business day.

For the purposes of this Article, business day shall mean every day except Saturdays, Sundays and those days, which are statutory holidays in the Province of Ontario.


4. If Notices are mailed, sent electronically or delivered to a person and have been returned, the Club need not send any further Notices.


12.2 Signature to Notice

The signature on any required notice to be given by the Club may be handwritten or in electronic form.

This By-Law enacted on the 20th day of October 2019


ENACTED by the Board the 20th day of October 2019

Name: 
Title: President
R. MACEWEN

Name: x 
Title: Secretary Carolyn Dziawa

Confirmed by the Members the Smiths Falls Flying Club 2017 this 20th day of October, 2019.

Name: 
Title: President

Name: x 
Title: Secretary Carolyn Dziawa