

Section 1 - General

1. Definitions

In this by-law:

"Board" means the Board of Directors of HCMC Inc.;

"By-laws" means this by-law and all other by-laws of HCMC Inc. as amended and which are, from time to time, in force;

"Chair" means the chair of the Board of Directors, the President of HCMC Inc.;

"Corporation" means HCMC Inc.;

"Club" means HCMC Inc.;

"Director" means an individual occupying the position of Director of HCMC Inc. by whatever name he or she is called;

"Member" means a member of HCMC Inc.;

"Members" means the collective membership of HCMC Inc.;

"Officer" means a Director who serves as the President, Vice-President, Past President, Treasurer, or Secretary of HCMC Inc.;

"AGM" means Annual General Meeting.;

"Member in Good Standing" means a member who follows By-Laws and Rules and has paid dues in full; and

In all by-laws whereas a context requires or permits the singular shall read the plural and the plural the singular, and the masculine shall include the feminine.

2. Letters Patent

The Letters Patent, subject to change by special resolution, reside with Gemmill Farn & Reynolds LLP at 6 Albert Street North, Lindsay, ON K9V 4J1.

3. Objective

Whereas members of the Haliburton County Marksmen Club Inc. shall contribute to the sport of recreational shooting by promoting safety and good sportsmanship. The members shall further the education of firearms training and provide a facility in order that the sport may be perpetuated.

4. Membership

4.1 Membership in HCMC Inc. shall be available to those persons who are interested in furthering the objects of the Corporation as contained in the Letters Patent and whose application for admission as a member has received the approval of the Board of Directors.

4.2 Membership shall be as follows:

Adult – a single member who pays dues annually.

Family – member + spouse + children 17 years old or younger.

Junior – member who has not reached their 18th birthday.

Honorary – 1-year membership voted upon by membership at the AGM.

4.3 Adult members shall be entitled to one (1) vote at meetings of the members of the Corporation.

4.4 In the case of a family membership, either the member or the spouse shall be entitled to one (1) vote at meetings of the members of the Corporation.

4.5 Honorary and Junior members are entitled to attend any Corporation meeting but shall not be entitled to vote.

- 4.6 The annual membership fee and initiation fee shall be set at the AGM. All members, except Honorary, shall pay the annual membership fee to the HCMC Inc.
- 4.7 No money paid by a member as an initiation fee may be refundable.
- 4.8 Acceptance of membership shall bind the member to abide by the by-laws and rules of the Club.
- 4.9 Participation in the various activities of the Club shall be voluntary, and solely for the benefit of and at the risk of the participating member. Club members agree to save harmless the Club from any claim, suit or action whatsoever for damages to, destruction of, or loss of use of any property or for personal injury, fatal or otherwise, or regarding any other matter related to the Club Activity.

5. Cancellation or Refusal of Membership

- 5.1 The Board of Directors may cancel the membership of or refuse membership to any individual for:
 - 5.1a Non-payment of dues.
 - 5.1b Where it has been proven to the satisfaction of 50% plus one of the Board of Directors that the member acted in a manner detrimental to the best interests of the Club. The member shall have the right to appeal the cancellation of or refusal of membership at the next General Meeting. The decision of the General membership shall be final.

6. Board of Directors

- 6.1 The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of the Past President and nine (9) elected directors including President, Vice-President, Treasurer, Secretary, and five (5) Directors at Large.
- 6.2 Directors shall be elected by the members at the AGM. As of the 2017 AGM, the Board of Directors will allocate three Directors to serve a one-year term, three Directors to serve a two-year term, and three Directors to serve a three-year term commencing in 2018. As of the 2018 AGM, three Directors whose terms have expired will be elected or appointed each year for three-year terms.
- 6.3 Directors shall assume their duties immediately following the elections at the AGM.
- 6.4 A vacancy on the Board of Directors shall be filled by the remaining Directors or remain vacant until the next AGM.

7. Board of Directors - Officers

- 7.1 President
 - 7.1a The President shall summon, or cause to be summoned, all General and Board of Directors meetings, except as otherwise stated in the By-Laws.
 - 7.1b The President shall perform all the duties of a Chairperson of the Board of Directors.
 - 7.1c The President shall not make a motion, but shall be entitled to vote on any issue pertaining to Club matters.
 - 7.1d The President shall be responsible for the operation of the Club in accordance with the By-Laws and Rules.
- 7.2 Vice-President
 - 7.2a The Vice-President shall act in the absence of the President.

7.3 Past President

7.3a The Past President shall act as an advisor to the President.

7.4 Treasurer

7.4a The Treasurer shall have charge of all books relating to the financial business of the Club.

7.4b The Treasurer shall deposit all Club funds in a bank or banks as required by the Board of Directors.

7.4c The Treasurer shall have custody of all monies.

7.4d All cheques shall carry two (2) signatures, that of the Treasurer and the signature of the President. In the event either the Treasurer or the President is unable to sign, two other directors should have signing authority to provide the necessary signatures.

7.4e Financial expenditures will be voted on at Directors meetings. When necessary cheques may be written for regular recurring expenses (taxes, liability insurance for Directors, member insurance, property insurance) with a majority Director vote via email.

7.4f The Treasurer shall keep accurate records of all monies received and dispersed pertaining to Club matters.

7.4g The Treasurer shall perform all other duties relevant to this office as the Club may require.

7.5 Secretary

7.5a The Secretary shall have charge of all minute books.

7.5b The Secretary shall be present at all Club meetings to record the minutes of such meetings.

7.5c The Secretary shall notify the Board of Directors and the members of all upcoming meetings and functions.

7.5d The Secretary shall prepare and read minutes of meetings.

7.5e The Secretary shall receive Club correspondence and respond as directed by the Board of Directors.

7.5f The Secretary shall perform all duties relevant to this office as the Board of Directors may require.

8. Committees

8.1 The Board of Directors may from time to time appoint any committee/s, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. No committee shall act without approval of the Board of Directors.

8.2 The Chairperson of any committee shall be appointed by the Board of Directors.

8.3 A committee shall consist of members of the Club or may be drawn from a source as chosen by the committee with the approval of the Board of Directors.

8.4 All committees are dissolved as of the AGM.

9. Meetings

9.1 An AGM shall be held during the month of December at a place and time to be decided by the Board of Directors and notice shall be in writing and/or by e-mail not less than twenty-one (21) calendar days in advance.

9.2 A Special General Meeting may be convened upon request of the Board of Directors and

notice shall be in writing and/or by e-mail not less than twenty-one (21) calendar days in advance.

- 9.3 A Special General Meeting may be convened by the Board of Directors upon a written request of at least 25 percent of the total members in good standing. Such a meeting must be convened within twenty-one (21) days of receipt of said request. The requisition shall state the purpose of the meeting and be emailed to the Secretary or the President with a copy filed with the Secretary of the Club by registered mail. If the Board of Directors do not call a meeting within twenty-one (21) days of the filing of the requisition, the members requisitioning the meeting may convene such a meeting on twenty-one (21) calendar days notice in writing and/or by e-mail. In the event the members requisitioning the meeting convene the meeting said members, whose names shall be made available by the Secretary, shall be capable of transacting any related business and acting for the Club as if called by the Board of Directors.
- 9.4 Meetings of the Board of Directors shall be at the call of the President, and committees at the call of the Chairperson on not less than 10 days notice in writing and/or by e-mail, except in case of emergency. Such meetings can be called on requisition of the Board of Directors in a like manner to a requisitioned General meeting under section 8.3.
- 9.5 Every notice of any meeting shall state the business to be transacted at such a meeting, the place, the day, and the hour of such meeting. Notice shall be filed with the Secretary of the Club and be in accordance with the terms provided in the Club's by-laws.
- 9.6 A quorum shall consist of not less than ten (10) members in good standing present at any General meeting properly called. In the case of a Board of Directors meeting, a quorum shall consist of not less than fifty (50) percent plus one.
- 9.7 All meetings shall be conducted in accordance with recognized parliamentary procedure. Any question arising which is not covered by the by-laws or rules of the Club, shall be governed by the procedure laid down in Roberts Rules of Order.

10. Elections, Nominations & Voting

- 10.1 The election of officers and directors, as may be required, shall be held during the AGM and shall be by secret ballot, unless acclaimed. Persons newly elected to the Board of Directors shall assume their respective duties immediately following the elections at the AGM.
- 10.2 All matters of Club concern, save as otherwise provided in the by-laws, shall be decided by a simple majority and by a show of hands. A secret ballot may be requested by any voting member and such request shall be decided by a simple majority and a show of hands.
- 10.3 Nominations may be made by any member in good standing provided such a nomination is properly seconded by a member in good standing. The nominee must provide an oral or written statement agreeing that he/she will stand for office.

11. Financial, Fiscal Year, Auditors

- 11.1 **The Board of Directors shall not spend an amount of money that exceeds the sum of five thousand dollars (\$5,000) on any single item without the approval of a General or Special meeting of the membership.**
- 11.2 Directors and members of committees shall be reimbursed for direct expenses incurred while attending to the business of the Club, as pre-authorized by the Board of Directors, and upon presentation of a dully-noted invoice.

- 11.3 The fiscal year for HCMC Inc. shall be one year beginning the first day of January and ending December 31. Paid memberships shall conform to these dates.
- 11.4 A member with an accounting background may be appointed at each AGM by the membership to audit the accounting records.** (See Not-for-Profit Corporation Act Guideline below)

12. Insurance

- 12.1 Club property shall at always be covered by an appropriate liability insurance plan of not less than two million dollars (\$2,000,000).
- 12.2 Subject to the Act, HCMC Inc. may purchase and maintain insurance for the benefit of any director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of HCMC Inc.

13. Amendments to By-Laws

- 13.1 The By-Laws may be amended by at least fifty (50 + 1) percent of the voting members in attendance at any General meeting or at any Special meeting of the Club, provided notice of motion regarding such amendment dully seconded in writing and forwarded to the Secretary was given at least twenty-one (21) days prior to said meeting.
- 13.2 The Secretary shall forward the notice of motion amending said by-law with the regular notice of such meeting to all members in good standing.

14. Rules

- 14.1 The Board of Directors may pass rules consistent with the provisions of the by-laws for regulating any of the affairs of the Club. Such rules shall be in effect unless amended by the voting members present at an AGM as in section 13.

15. Dissolution

- 15.1 The Club may be dissolved by the vote of a minimum of two thirds (2/3) of the members at any General meeting, or at any emergency meeting.
- 15.2 Upon the Club's dissolution, and after the payment of all costs and expenses, the balance of any assets shall be converted to cash and divided equally among the adult and family Club members at that time, recognizing that an adult and a family membership each constitute one share.

By-Laws of HCMC Inc. as revised upon the incorporation of HCMC – December 2018
One change added as of the 2019 AGM motion