

Last Revised in 2004

A Bylaw Relating Generally to the Conduct
of the Affairs of
The Breakfast Club of Saskatoon Inc.

BE IT ENACTED AND IT IS HEREBY ENACTED
as a bylaw of The Breakfast Club of Saskatoon Inc.
(hereinafter called the "Corporation") as follows:

DEFINITIONS

1. In this bylaw and all other bylaws of the Corporation, unless the context otherwise specifies or requires:

- (a) "Act" means ***The Non-Profit Corporations Act***;
- (b) "Articles" means the Articles of Incorporation of the Corporation as from time to time amended or restated;
- (c) "Bylaw" means any bylaw of the Corporation from time to time in force and effect;
- (d) All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (e) "the directors", "Board" and "Board of Directors" means the directors of the Corporation for the time being;
- (f) "in writing" and "written" includes printing, typewriting, lithographing and other modes of representing or reproducing words in visible form;
- (g) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate or persons;
- (h) The headings used in the bylaws 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.

REGISTERED OFFICE

2. The Corporation may from time to time (i) by resolution of the Board of Directors change the location of the registered office of the corporation within the place of Saskatchewan designated as such by the Directors or by special resolution of the corporation, and (ii) by special resolution change the municipality or geographic township in which its registered office is located to another place in Saskatchewan.

SEAL

3. The seal of the Corporation shall be such as the Board of Directors may by resolution from time to time adopt.

EXECUTION OF CONTRACTS

4. Contracts, documents or instruments in writing requiring execution by the Corporation must be signed by two officers with signing authority, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any other persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign contracts, documents or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by an officer or officers, person or persons appointed as aforesaid or by an officer or officers, person or persons appointed as aforesaid by resolution of the Board of Directors.

CLASS OF MEMBERSHIP

5. There shall be only one class membership, that being regular membership.

MEMBERSHIP INTERESTS

6. Membership in the corporation shall be limited to individuals, firms, associations and corporations each representing a different trade, business occupation or profession and being classified accordingly. Membership in the Corporation may be held by an individual, firm, corporation association or proprietor and each member shall designate an alternate member from within his/her firm, corporation or association. Membership is held by a firm, business, or corporation where the membership dues are paid for by the firm, business or corporation.

7. A member who changes his/her employment, relinquishes all rights and privileges in the corporation, unless it is an individual who has been admitted into membership who has changed employment without a change in trade, business, profession or occupation in which (s)he is then classified.

ADMISSION OF MEMBERS

8. Each new application must be recommended by an existing member, who shall be called "The sponsor". Proposed members shall be admitted into the Corporation only with the approval of the Board of Directors. If a majority of the Board of Directors cast votes against the applicant, such applicant shall not be admitted.

ELIGIBILITY FOR MEMBERSHIP

9. Any individual, firm association or corporation whose main activity or profession is not in competition with the main activity or profession of a member, is eligible for membership in the corporation. An application for membership shall not be denied by reason only of any conflict between the main activity of such applicant and an incidental activity of a member. **Membership shall not however, be granted to an applicant if that applicant is affiliated with an organization which has substantially similar objectives to those of this corporation which is a leads type club.** If any member, representative or alternate shall become affiliated with any such organization, membership in the corporation shall immediately cease.

LIMITATION OF MEMBER'S CLASSIFICATION

10. No member in the corporation shall have more than one classification unless approved by the Board of Directors, and only in accordance with the conditions fixed by the Board of Directors. The main activity of a member shall determine his classification and shall be based on the volume of business which constitutes approximately seventy percent of the member's activity. If any member shall expand his business or profession along different lines to his classification to such an extent that such new business or profession comprises seventy percent of the volume of his total business and such new business or profession is in conflict with the principal business or profession or another member who holds such classification, such member who expanded his business as aforesaid may be expelled by the Board of Directors by a majority vote of all directors present at any meeting of Directors, call for such purpose, and such expelled member shall have the same rights of appeal as set out in Section 46.

10.(a) If a member expands his/her services or product lines, he/she must add this to their write up in the roster, and publish it in two (2) consecutive newsletters, so general membership is aware of these services.

CHANGE OF CLASSIFICATION BY MEMBER

11. A member may change its classification in the corporation, but the provisions with respect to the admission of a new member shall apply.

LEAVE OF ABSENCE

12. After a term of one year's membership in the corporation a member may apply in writing to the Board of Directors for a leave of absence, and have their position held for a period of six months with dues being paid. At termination of the leave of absence, if the member does not resume their membership immediately following the leave of absence, then the member's position is terminated. Prior to end the of the leave of absence, the member must advise the Board of Directors, in writing, that they will resume their membership. Upon return of the member, one-half of dues paid during leave of absence shall be credited.

CHANGE OF OWNERSHIP

13. In the event the ownership of the business represented in the club (other than an individual member), materially changes, whether in whole or in part, that membership shall automatically lapse and the classification shall again be open for new application.

DESIGNATED REPRESENTATIVES AND ALTERNATES

14. Each member shall designate one executive to be its representative in the corporation. Each member shall also be entitled to designate an alternative representative.

15. An alternate may be appointed at time of application and can be amended with the approval of 2/3 of the Board of Directors.

16. The Board of Directors shall have power to fix membership fees and other dues and penalties to be paid by the members, representatives, alternates and by guests.

17. A Member shall be responsible for the expenses of his/her guests, representatives and alternates.

18. Members, their representatives and alternates, shall at all times endeavour to promote the objects of the corporation, and the member or alternate shall attend each regularly scheduled meeting according to the By-laws.

19. Any member may withdraw from the Corporation at any time by notice in writing to the President of the Corporation. Withdrawal from the membership does not entitle the member to a refund of any portion of the membership which has been paid by the member for which withdrawal is requested and further, withdrawal does not relieve the member from any unpaid liability or dues to the Corporation.

20. Membership in the Corporation shall not be transferable under any conditions or circumstances.

MINUTE BOOK/PROCEDURE MANUAL

21. Minutes from all executive and annual meetings, and elections shall be contained in the association minute book. The minute book will be updated regularly by the secretary who will attend all such meetings. The minute book will contain all the minutes, new member applications, and resolutions passed by the Corporation and or the executive.

The procedure manual will be considered the “ORDER OF OPERATION” for the Corporation but not the bylaws of the Corporation. The procedure manual will contain but not be limited to the following; job description of the board of directors, the day to day operation of the Corporation and all other business items of the Corporation.

DIRECTORS

22. At every annual general meeting, the Directors shall place before the members the following:

- (a) A Financial Statement made up to a date not more than ninety (90) days prior to the date of the meeting, showing:
 - (i) the assets and liabilities of the Corporation; and
 - (ii) the receipts and disbursements of the Corporation since the date of incorporation or the date of the previous Financial Statement, certified by two (2) Directors.
- (b) The report of the auditor, if any.

Copies of the documents referred to above need not be provided in advance of the annual meeting however, the directors shall publish a notice stating that the Financial Statements and report of auditor, if any, are available at the registered office of the Corporation, to be examined during the usual business hours of the Corporation by any person, and that person may make extracts there from free of charge. Such notice shall be published at least twenty-one (21) days before the date of the annual meeting.

23. There shall be a Board of Directors consisting of not less than five (5) and not more than fifteen (15) Directors. The Board of Directors shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the Articles and Bylaws or any special resolution of the Corporation expressly directed or required to be done in some other manner.

Where there is a vacancy or vacancies in the Board of Directors, the remaining directors may exercise all the power of the board so long as a quorum of the board remains in office.

24. Save as hereinafter provided, Directors shall be elected at a special meeting of members called for the purpose of election of directors.

- (a) A director's term of office shall be from January 1 to December 31 of the Calendar Year immediately following the year in which they were elected.

Whenever at any election of directors of the Corporation the full number of directors is not elected by reasons of the disqualification, the refusal to act or failure to consent to act as a director or the death of any nominee or nominees, the director elected may exercise all powers of the board so long as the number of directors so elected constitutes a quorum.

- (b) When vacancies occur on the Board of Directors during the term office, they may be filled by the Board of Directors. The appointee shall hold office until the end of the calendar year.
- (c) If a Director is absent for three (3) regular and/or board meetings in succession, without just cause, he/she shall be deemed to have resigned his or her position as Director and the place of such director shall be considered vacant. The Board of Directors shall, by majority vote, decide whether a Director has been absent for three (3) regular and/or board meetings without just cause.

25. Persons designated as representatives shall be eligible for election to the Board of Directors.

26. Only representatives shall be entitled to vote at any meeting of members.

27. Directors of the Corporation shall serve as such without remuneration. They shall, however, be entitled to reimbursement for expenses incurred on behalf or at the instance of the corporation.

28. At least one (1) meeting prior to the last regular meeting before the election meeting of the corporation, the Board of Directors shall cause to be announced the names of a nominating committee.

29. The nominating committee shall make recommendation of at least one (1) member to fill each vacancy on the Board of Directors.

30. The nominating committee shall communicate its list of recommendations to the members of the Corporation at the last regular meeting before the election meeting.

31. The foregoing provisions shall not preclude nominations being made by representatives, or in their absence by their alternates, from the floor of the meeting of the corporation at which the annual elections are held.
32. In all cases, the consent of the nominee shall be obtained before a nomination is made.
33. The Board of Directors shall hold meetings from time to time as required by the President. Provided however, the Directors shall meet once every three (3) months as a minimum. The President shall call a special meeting of the Board of Directors upon the request of any three (3) Directors.
34. The presence of at least fifty (50) percent of the Board of Directors shall constitute a quorum at any of its meetings.
35. Any vacancy existing on the Board of Directors between those meetings of the Corporation at which annual elections are held, may be filled by the remaining members of the Board. The Director thus appointed to the Board of Directors shall serve for the remaining portion of the term of the Director being replaced.
36. The Directors shall regulate their procedure as they shall see fit, provided however that at least twenty-four (24) hours notice shall be given to all Directors in the City of Saskatoon with respect to any Directors meeting, but Directors may, either prior to or subsequent to any meeting, waive notice and consent to the transaction of any business carried out at any such meeting.
37. In addition to its regular powers and duties, the Board of Directors may appoint a firm of accountants to provide Financial Statements.
38. The Directors shall cause minutes to be made in books provided for that purpose relating to the affairs of the Corporation.
39. The President, or in the absence of the President, the Vice-president shall preside as chairperson of every meeting of Directors of the Corporation, but if at any meeting the chairperson is not present within thirty (30) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.

BOARD OF DIRECTORS

40. There shall be elections held on the second regular meeting of the Corporation in the month of October and until further determined, the directors shall consist of the following:

Voting Elected Directors

	<u>Term</u>
President	1 year
Vice President	1 year
Treasurer	2 year
Secretary	2 year
Past President	1 year
Newsletter	2 year
Membership	1 year
Social	1 year
Webmaster	2 year

Non-Voting Elected Directors

Golf Coordinator	1 year
Assistant Social	1 year
Sergeant of Arms	1 year
Assistant Membership	1 year

All one-year term directors shall be elected on an annual basis.

All two-year term directors shall be elected as follows:

- Treasurer and Newsletter on even years
- Secretary and Webmaster on odd years.

Note for the position of Vice Membership and Assistant Social should be considered training positions and that the directors should be moving forward to the position of Membership and Social respectively in the following year.

41. The duties of the board of directors are outlined in the Policies and Procedures manual of the Corporation.

42. In the absence of any director(s) all duties and powers herein specified or specified by the Board of Directors as belonging to such absent officer, shall be performed by such person, as the Board of Directors shall designate. The Board of Directors may appoint a new director to replace a director who fails to attend the prescribed percentage of board meetings.

DELINQUENT AND INFRACTIONARY MEMBERS

43. (a) A member shall be delinquent if he/she is in default for a period of more than thirty days, in payment of dues, or any other charges assessed by the Corporation or by its Board of Directors; or shall have been deemed in the opinion of the Board of Directors to have acted and/or conducted himself or herself in a manner contrary to the interests or objectives of the Corporation, or to have the principles of trade under which the member is classified, or inconsistent under a profession, or if he or it shall willfully refuse to neglect to comply with the provisions of these By-Laws or shall be guilty of any conduct unworthy of a reasonable person or likely to be injurious to the Corporation. For the purpose of this paragraph, member shall include a representative and alternate and a member shall be responsible for a representative and an alternate.

43. (b) If a member does not renew Membership within thirty days of Membership fees coming due, their Membership will be considered terminated.

43. (c) Once a representative has missed 3 meeting in succession or 25% of meetings within a 6 month period, without just cause, the information must be reported to the board, either via phone or a meeting called. Their attendance will be reviewed and a date set for a vote of dismissal. A letter of intent must be sent to the representative 10 days before the date of the vote allowing them an opportunity to speak on his/her behalf.

43. (d) The representatives attendance will be reviewed and their Membership continuance or termination voted on at the next Board of Directors meeting. The Board of Directors shall by a majority vote decide whether a member has been absent for three (3) regular meetings without just cause.

43. (e) Illness or holidays will be deemed just cause to miss up to five (5) meetings in a year, if the representative has phoned the Membership Director in advance of the meetings missed.

EXPULSION

44. (a) The Board of Directors shall have power, without further approval of the membership, to expel or suspend delinquent or infractionary members or alternates, by a majority vote of the Board of Directors present at the Directors' meeting, with a statement of the delinquency and/or infraction to be mailed, faxed or hand delivered by the Board of Directors to the offending member or alternate and the Members of the Board of Directors at least seven (7) days prior to the date of the Directors meeting.

44. (b) In the event a delinquent or infractionary corporate or firm member is terminated, it is the Membership Directors responsibility to:

- Send form letter stating termination of membership, stating that the representative has 14 days to find a replacement from within the member's company. If no replacement is sent, the company/member should be contacted by telephone to send a replacement. The company/member then has an additional fourteen (14) days to send a replacement from within the member's company.
- If a replacement is sent, announce the change in the next Newsletter and at the next breakfast club meeting.
- If position is not filled within the allotted time, the position is considered open and the membership director must announce change in the next newsletter and at the next breakfast meeting.

45. At such meetings referred to in paragraphs 43 and 44, above, delinquents shall have the privilege of appearing and being heard.

STATUS OF DELINQUENT MEMBERS AND PERSONS

46. A delinquent individual pending a vote by the Board of Directors as provided for in the several sections of this Article, shall be automatically suspended from membership in this Corporation from the time of being notified of the delinquency and shall not receive or enjoy the benefits of any rights or privileges of membership.

47. Any member (which term includes a representative or alternate) who may feel aggrieved by such expulsion may appeal to the Corporation by giving written notice to the Membership Director within fourteen (14) days after notification of expulsion. The appeal shall be heard at the first regular meeting of the Corporation after such notice to the Membership Director and the action of the Board of Directors may be reviewed. A majority of all votes cast at such meeting shall decide such appeal, which decision shall be absolutely final. The vote shall be by closed ballot.

48. Any member ceasing to be a member of the Corporation shall forfeit all rights in the Corporation and in its property and funds.

ANNUAL MEETINGS

49. The annual meeting of the Corporation shall be held during the second regular meeting of the Corporation in the month of February each year. At this meeting the Past Treasurer and the Treasurer shall make their annual report.

SPECIAL MEETING

50. Special meetings of the membership other than for the passing of special resolution, may be called by the President, by mailing or delivering to every member at least forty-eight (48) hours prior thereto, a notice including therein the purpose of such meeting, and no business shall be transacted at such meeting except that relevant to the purpose of such meeting as set forth in the notice provided however that members equal to three-fourths of the full membership may waive provision.

QUORUM

51. Not less than one-third (1/3) of the membership of the Corporation, represented either by a representative or alternate, shall constitute a quorum.

52. At all meetings of members the President shall preside but in his/her absence the Vice President shall preside, or if no person has been appointed a majority of the members shall designate a Chairman.

COMMITTEES

53. The Directors shall have power to set up committees as they may deem necessary or expedient with such powers as they may delegate to such committees and the committees need not consist of members of the Board of Directors.

FISCAL YEAR

54. The fiscal year of the Corporation shall be the Calendar Year.

55. Any notice required by these By-Laws shall be deemed sufficiently given if inserted in any bulletin published by the Corporation and mailed, e-mailed, or delivered in person to the members.

56. The accidental failure to give notice to any particular member shall not render any proceedings invalid.

57. In these By-Laws, reference to a representative shall in the case of an individual member, mean such member.

SEXUAL HARASSMENT POLICY

58. It is the policy of the Club to prohibit sexual harassment of our members and guests. It is not the purpose of this policy to intrude upon the personal lives of our members or to interfere with social relationships. However, sexual harassment has no place at this Club and will not be permitted. The term "Sexual Harassment" is defined as any unwanted sexual advance, requests for sexual favours, or other verbal or physical conduct of a sexual nature or which is demeaning to a person because of his or her gender. Any individual who believes that he/she is being subjected to sexual harassment of any kind by anyone connected with the Club should report the matter promptly in writing to the Club President. That person or his/her designated representative will carefully investigate each complaint of sexual harassment. It is the policy of the Club to listen to any reasonable complaint, promptly investigate it and take corrective action where appropriate. Violation of this policy by any individual can result in discipline up to and including termination of membership.

59. All complaints of sexual harassment and any information developed during the course of the investigation of these complaints will be kept strictly confidential unless required to be divulged as part of the investigation or pursuant to a legal proceeding. In that case, only those with a need to know will be involved.

60. There will be no retaliation against any person pursuing his/her rights under the law or this policy.

WINDING UP

61. The Corporation shall be wound up when a special resolution to that effect has been passed. Following the passing of such personal resolution, the property of the Corporation shall, after paying all liabilities of the Corporation including liabilities to members, assets be donated to a charity of the Board of Directors choice.

62. A ceiling of 70 Memberships will be the maximum number of Memberships in the Corporation. The ceiling is intended to maintain the quality of members in the Corporation.

Application for Membership can be accepted after the maximum of 70 has been reached. These applications will be put on a waiting list and held by the Membership Chairman.