

BYLAWS OF

ST. JOHN BOSCO CAMP ASSOCIATION

TABLE OF CONTENTS

1. Definitions
2. Boundaries
3. Objectives
4. Membership
5. Board of Directors
6. Powers of the Board of Directors
7. Meetings
8. Voting
9. Elections
10. Financial Affairs
11. Pledging of Credit
12. Cooperation with other Associations/Agencies
13. Amendments
14. Dissolution

CERTIFIED to be a true copy of an amendment approved
by a special resolution passed at a General Meeting of
members held on the 24th day of November, 2018

(Seal if any)

Signature of Official

1 DEFINITIONS

- 1.1 In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:
- a) “Act” means The Non-profit Corporations Act, 1995, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
 - b) “the corporation” means St. John Bosco Camp Association;
 - c) “the directors”, “board” and “board of directors” means the directors of the corporation for the time being;
 - d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
 - e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
 - f) words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
 - g) in the event of any dispute as to the meaning of any article heretofore or hereafter passed, the interpretation of the Board shall be final and conclusive.

2 BOUNDARIES

- 2.1 The boundaries making up the St. John Bosco Camp Association shall be primarily, but not exclusively, be the residents within the Province of Saskatchewan.
- 2.2 The Camp Site resides within the Narrow Hills Provincial Park at kilometer 63 of the Hanson Lake Road (Highway 106) on a leased plot of land adjacent to Zeden and Ispushaw Lakes
- 2.3 Mailing Address
St. John Bosco Camp
Box 3002
Saskatoon, SK S7K 3S9
Office Phone: (844) 752-6726
Office Fax: (844) 752-6726
Email: info@johnboscocamp.com

2.4 Summer Mailing address (May to August)

St. John Bosco Camp

Box 217

Smeaton, SK S0J 2J0

SJBC can be reached by phone during the summer months **in case of Emergencies**

Camp Phone: (306) 426-2227

Email: manager@johnboscocamp.com

3 OBJECTIVES

3.1 The objective of the Corporation is to operate a wilderness, recreational based camp for skills and personal development of people.

- a) It is a place where you can experience other people in an adventurous, natural and spiritual environment.
- b) We want our campers to feel at one with the wilderness and to learn to respect and love the natural environment.
- c) To help a person become more confident in one's self while establishing sane limits, allow newness of life to be expressed, and provide new abilities for relating to others in acceptance, forgiveness, and love.
- d) Through community worship the awareness of God, felt and revealed in nature, will be brought forward. Our program reflects this ideal and respects the growth of each person in Christian living.

4 MEMBERSHIP

4.1 Classes of Memberships

- a) Knights of Columbus council or sub-council may become a member of the corporation upon application for membership, upon approval of such application by a majority of the Directors; and upon payment of the prescribed membership fee. Membership in good standing shall equal a total of three individual votes.
Each Knights of Columbus council and sub-council accepted as members shall appoint three voting members to represent them annually. Each representative is entitled to one vote on any matter.

- b) Catholic Organizations may become members of the corporation upon application for membership, upon approval of such application by a 75% majority of the Directors; and upon payment of the prescribed membership fee. Membership shall equal a total of three individual votes. Each Catholic Organization accepted as members shall appoint three voting members to represent them annually. Each representative is entitled to one vote on any manner.
 - c) Commercial and Associate Memberships may be granted upon application for membership, upon approval of such application by a 75% majority of the Directors; and upon payment of the prescribed membership fee. Commercial and Associate membership in good standing shall have no vote or ability to hold office.
 - d) Individual or family members may become a member of the corporation upon application for membership, upon approval of such application by a majority of the Directors; and upon payment of the prescribed membership fee. Membership in good standing shall have one vote
- 4.2 Directors may accept or reject any Memberships by a majority vote of Directors at a meeting that has reached quorum, or where specific regulations have been sighted.
- 4.3 Term of Membership
Memberships are valid from date of purchase until December 31 of the current calendar year. Memberships purchased between October 1 and December 31, will not expire until December 31 of the following year.
- 4.4 Membership Termination
Upon the expiry or termination or withdrawal of a membership a member shall not be entitled to refund of any portion of the fees or contributions that may have been made or paid to the Association.
- 4.5 Membership fees shall be paid annually. These fees may be set annually by the Board and the approval of the membership at a General Meeting.
- 4.6 Any individual member or Organizations designate that has paid the required fee shall be considered a member in good standing. A member in good standing is entitled to the rights and privileges of the Association, including holding office.
- 4.7 Organizational members of a Commercial nature shall have no vote and their designate may not hold office.
- 4.8 Membership cards shall be issued at the member's request.
- 4.9 Membership fees paid are not refundable or transferable.

5 BOARD OF DIRECTORS

- 5.1 The Business of the Association shall be managed by the Board of Directors elected duly from the membership of the Association at the Annual General Meeting and shall consist of not less than 5 or more than 12 directors.
- 5.2 The length of term for each director shall be three years and in such a manner and fashion that in any given year no more than the terms of four (4) directors shall expire.
- 5.3 Directors whose term expires are eligible to stand re-elected for a further three year term.
- 5.4 Directors of the corporations shall be deemed to hold office until the conclusion of the meeting of which they retire.
- 5.5 At the conclusion of the Annual Meeting, or within twenty four hours thereof via electronic media, the directors of the Association shall meet, and appoint four (4) Officers of the Corporation consisting of the following positions to conduct business of the Association in extraordinary circumstances.
- a) President
 - b) Vice President
 - c) Recording Secretary
 - d) Treasurer
- 5.6 The President shall preside at all general and Board of Director meetings of the corporation and shall be ex-officio member of all committees.
- 5.7 The Vice President shall perform the duties of the President in his absence, or inability to act.
- 5.8 Any position may be a shared position, equaling one vote:
- 5.9 Should any Director resign and or be unable to fulfill their duties of Office to which they are assigned, the Board has the power to appoint an interim Director until the end of the term.
- 5.10 The immediate Past President and the Camp Manager shall be asked to attend Board of Directors meetings and be notified in the same manner as all Directors. The Past President and Camp Manager shall have no vote.
- 5.11 Board Members are responsible to attend no less than 50 percent of the meetings of the board of directors each year. Attendance in person or by phone is considered acceptable.

6 POWERS OF THE BOARD

- 6.1 The Board of Directors shall have power to do all things necessary for the successful operation of the organization and be empowered to:
- a) Ensure the objectives of the Association are carried out and administer the funds of the Association in such a manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Association.
 - b) Decide to commence or discontinue any form of activity being conducted under the auspices of the Association after discussions with the Camp Manager.
 - c) Make such rules and regulations regarding the use of the Association facilities, equipment, and supplies, as they deem necessary.
 - d) Suspend from the Association any member who is found to be acting in contravention of the objectives of the Association, articles of incorporation or bylaws, or for discreditable conduct.
 - e) Accept any resignation and appoint any member of the Association to fill any vacancy occurring for the balance of the term.
 - f) The Directors may appoint committees, either standing or temporary (ad-hoc) and prescribe their duties, powers, and duration thereof and appoint members in good standing, where necessary, to be responsible for specified committees or duties.
 - g) Provide bylaws as a supplement to the Articles of Incorporation where deemed necessary.
 - h) The duties and responsibilities of all Board of Directors should be reviewed on an annual basis, prior to the annual meeting, and be revised as required.
- 6.2 Every Board member of the Association shall act honestly and in good faith with the view to the best interest of the Association, and to promote its objectives.
- 6.3 The objectives of the Association shall be carried out without pecuniary gain to individual members; and any profits or accretions of the Association shall be used in promoting its objectives.
- 6.4 The Board, by simple majority vote, shall have the right to remove any director that does not attend at least 50 percent of the scheduled meetings.

7 MEETINGS

- 7.1 There shall be at least one (1) Annual General Meeting (AGM) of the Association in each calendar year to be held in the month of October or November at a date fixed by the Directors.
- 7.2 Notice of meetings shall be given to the members by means of individual notices.
- 7.3 Election of Board of Directors shall take place at the Annual General Meeting.
- 7.4 The order of business for the Annual General Meeting shall be as follows:
- a) Notice of the meeting.
 - b) Minutes of the previous Annual General Meeting to be read and adopted.
 - c) Business arising from minutes of previous Annual General Meeting.
 - d) Correspondence.
 - e) Reports of the Camp Director and Committees.
 - f) Election of the Board of Directors.
 - g) New Business.
 - h) Adjournment
- 7.5 Special meetings of the Association shall be held in the following circumstances:
- a) When deemed advisable by the President.
 - b) When requested in writing by not less than twenty five percent (25%) of the sitting Board of Directors.
 - c) When requested in writing by not less than five percent (5%) of association members in accordance with section 127 points 5 and 6 of the Saskatchewan Non Profit Corporations Act.
- 7.6 General or Special meeting notice shall be published not less than fifteen (15) and not more than thirty (30) days after receiving the request. The notice may take the form of a notice by public media as deemed necessary.
- 7.7 All notices of special meetings shall state specifically the business proposed to be discussed at such meeting and no other business shall be transacted.
- 7.8 Resolutions at a special or general meeting shall be decided by a majority of votes, but in the case of an equality of votes, the question shall be decided in the negative.
- 7.9 Seven members personally present shall constitute Quorum and/or one person more than 50% of the remaining elected Directors at general or special meetings of the Association.

7.10 50% plus one of elected Directors shall constitute Quorum for the purpose of a meeting of the Directors.

7.11 Board of Directors meetings (General Business) shall be open to general attendance, however only the Board members may present motions and vote.

- a) All business transacted at meetings, necessary to the day to day operation of the Association, is deemed to be general business.
- b) All Board members shall be notified of every meeting in hard or electronic or other means with at least five (5) days' notice.
- c) The Board at any meeting may decide to hold further regular meetings by adopting a resolution stating the day; hour and place of the regular meeting and no further notice of those meetings shall be required.
- d) The Board may waive notice of a meeting by his or her attendance at a meeting or, if not in attendance by stating so by hard or electronic or other means.
- e) The president or his/her designate shall preside at meetings of the Association, and at the meetings of the Board.

8 VOTING

8.1 Amendments to the Articles of Incorporation or Bylaws must be passed by at least 2/3 majority of the members present.

8.2 The Association, may, by special resolution at a general or special meeting of the members called, remove any Board member from office in accordance with section 127 points 5 and 6 of the Saskatchewan Non Profits Corporations Act.

8.3 Each Association member (18 years of age or over) is entitled to only one vote on each question, even if they may be entitled to more than one vote.

- a) Voting at a meeting shall be by show of hands except where a ballot is demanded by one (1) member.
- b) Voting for the election of Board members shall be by secret ballot.
- c) No proxy votes will be allowed.

9 ELECTIONS

- 9.1 Elections shall be by secret ballot, unless agreed on by a 2/3 majority of voting members present.
- 9.2 Nominations of candidates shall be in accordance with generally accepted rules of order:

10 FINANCIAL

- 10.1 All fees, revenue and grants payable to the Association shall be kept in an account kept in the name of the Association at such a bank as the Board may determine and all financial obligations incurred by the Board in the name of the Association shall be paid there from.
- 10.2 All cheques, drafts, and other negotiable, or non-negotiable instruments shall be sufficiently signed with two signatures.
- a) The treasurer shall cause to be kept, proper records and accounts of all transactions.
 - b) The financial statements shall be prepared within two months after September 30 in each year and the directors shall meet to approve the financial statements and shall evidence their approval by the signature of the Treasurer and the President.
 - c) A copy (hard or electronic) of the financial statement shall be available to each member in good standing upon request.
 - d) A yearly written report of the reviewed financial activities of the Association shall be presented each year to the Non Profit Corporations Branch of Saskatchewan Justice.
 - e) A monthly, written financial statement should be presented at each meeting of the Board of Directors.
- 10.3 All property of the Association shall be the responsibility of the Board and the executive shall see that a correct inventory of property is kept.
- 10.4 The fiscal year of the Association shall be October 1 to September 30.

10.5 The Board shall, before the end of each fiscal year, appoint an external accountant who is not a member of the Board. It shall be the duty of the external accountant to examine all books and records of the Association and prepare an audit or financial review engagement for the Association to be approved by the Board and submitted to the membership at the AGM.

11 PLEDGING OF CREDIT

11.1 No Director or any member of the Association shall have the power to pledge the credit of the Association or to enter into a contract or an agreement on behalf of the Association wherein the Association is or will be obligated for a sum that has not been approved by the Board of Directors.

12 COOPERATION WITH OTHER ASSOCIATIONS / AGENCIES

12.1 The Association shall cooperate with other Associations where similar duties and powers and may do such things as are not inconsistent or in conflict with provisions of the Articles of Incorporation or Bylaws that it considers necessary in cooperating with those associations.

13 AMENDMENTS TO ARTICLES AND BYLAWS

13.1 The Board of Directors may, by resolution, make, amend, or repeal any bylaws or policies that regulate the activities of the Association.

- a) All resolutions enacted will be brought forward to the membership at the next AGM for ratification.
- b) Resolutions failing ratification will be null and void and the pre-existing resolution will be reinstated and adhered to.
- c) Except in the case of the first bylaws, every bylaw, amendment or repeal thereof shall state an effective date.
- d) There may be a bylaw or amendment to the bylaws or a repeal of a bylaw proposed at a meeting of the members, where no notice has been given of the making, amendment or repeal provided that there is a quorum at the meeting and there is a unanimous consent to hear the matter. It is not required that any vote is unanimous, but the other provisions dealing with voting shall apply.

- 13.2 Bylaws, policies, amendments or repeals are effective from the day of the enacted resolution of the Board.
- 13.3 All changes in bylaws must be presented to the next Annual General Meeting of the Association to confirm or reject, or amend the bylaws, amendments or repeals.
- 13.4 Proposed amendments to the constitution must be in writing and presented to the Board of Directors not less than thirty (30) days prior to the Annual General Meeting. Notice of the amendments must be made available with the notice of the meeting.
- 13.5 Constitutional amendments shall receive at least 2/3 majority of the votes cast.
- 13.6 No amendment to the constitution is effective until the corporation has filed the Article of Amendment with the Corporation Branch.
- 13.7 Both copies of the alteration or addition to the by law should be certified in the following manner:

CERTIFIED to be a true copy of an amendment approved
by a special resolution passed at a General Meeting of
members held on the _____ day of _____
20____

(Seal if any) Signature of Official

Forward both of the copies, together with the filing fee to:
Corporations Branch
1871 Smith Street, 2nd Floor
REGINA, Saskatchewan
S4P 3V7

14 DISSOLUTION OF THE ASSOCIATION

- 14.1 In the event of a liquidation or dissolution of the Associations remaining property, after payment of all debts and liabilities, shall be distributed in accordance with the Saskatchewan Justice statutes shall be distributed to such charities, benevolent or educational purposes as may be decided by the Association in a General Meeting.