Approved by the Board July 6, 2026

A set of By-laws relating to the conduct of the affairs of the

St. Catharines Road Runners and Walkers (the "Club")

[redacted]

Section 1 General

1.1 Definitions

In these By-laws, unless the context otherwise requires:

a) "**Act**" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
b) "**Articles**" means the original or restated articles of incorporation (Letters Patent January 11, 1980) or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Club;
c) "**Board**" means the board of directors of the Club;
d) "**By-laws**" means these By-laws (including the schedules to these By-laws)
e) "**President**" means the President of the Board;
f) "**Club**" means the above named organization, The St. Catharines Road Runners and Walkers;
g) "**Director**" means any individual occupying the position of director on the Board of the Club;
h) "**Member**" means a member of the Club;
i) "**Members**" means the collective membership of the Club;
j) "**Quorum**" means, unless otherwise specified, a majority of Directors or members present;

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in these By-laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words specifying one gender include all genders.

1.3 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Purpose of the Club

To encourage and promote the activities of running and walking in St. Catharines and Niagara region and to support community initiatives such as the following activities and any others as adopted by the Club:

a) the organization of regular meetings for participation in the sport;

b) the holding of races and fun runs for both the members of the Club and the general public. These current races (The Valentine's 5k, The Don McMaster Memorial 12 Mile Creek Half Marathon and 7k, The Niagara Ultra and Head for the Hills) shall be retained as the property of the Club and will remain within the control and direction of the Club and its membership until such time as the Club is no longer in existence;

c) Section 1.4 b) will apply to all future races or activities;

d) the endorsement and support of similar events held by other organizations related to the sport as may be determined to be in the best interest of its members;

e) the dissemination of information to the members and the public concerning the sport;

The Club shall function without the purpose of gain for its members. The majority of the proceeds or other income to the Club resulting from the races and other such events as organized by the Club shall be used as donations. The club's purpose in raising funds for the local community is for those funds to be used to support charitable organizations approved by the board. The club shall only retain such funds necessary to operate the club, continue to function in future and meet its purpose as agreed by the Board and the membership.

1.5 Execution of Contracts

a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Club may be signed by any two of its Directors;

b) All Directors, if they wish, can be identified as signing officers. Ideally bank documents and cheques should be signed by both the Treasurer and the President;

c) The Vice President will also be a signing officer and will sign if the Treasurer or President are unavailable;

d) In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed;

e) Any Director may certify a copy of any instrument, resolution, By-laws or other document of the Club to be a true copy thereof;

Section 2 Directors

2.1 Election and Term

a) The Directors shall be elected to the Board by the Members;

b) The term of office of the Directors shall be from the date of the annual meeting at which they are elected for a period of two years, which may be renewed, or until their term is ended by a mutual agreement between an individual Director and the remaining Board members;

c) Directors shall serve no more than three terms, after which they are required to take a one-year break from the board. After this one-year period, they may be re-appointed or re-elected back to the Board;

d) The board shall consist of a minimum of eight Directors and a maximum of 12 annually elected members at any time;

2.2 Vacancies

The office of a Director shall be vacated immediately:

a) if the Director resigns office by written or electronic notice to the Club, which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;

b) if the Director dies;

c) if the Director is found to be incapable of managing property by a court or under Ontario law;

d) if, at a meeting of the Members, a resolution is passed by at least a two-third majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office;

e) Reasons for removal may include, but are not limited to, a Director who:

1. has failed to attend three consecutive meetings without a reasonable explanation provided in advance;
2. has failed to adhere to the values, policies, or objectives of the Club;
3. has failed to comply with applicable laws or regulatory requirements;
4. has acted in a manner that may endanger participants, volunteers, or the public;
5. has otherwise acted in a manner that may cause reputational or financial harm to the Club;

2.3 Filling Vacancies
A vacancy on the Board shall be filled as follows:

a) a quorum (majority) of Directors may fill a vacancy on the Board;

b) if there is not a quorum or there has been a failure to elect the minimum number of Directors set out in the articles or By-law, the President (or Vice-President if the President is not available) shall call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;

c) 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 selected, in this event to fill the vacancy, shall hold office for the remainder of the removed Director's term;

d) 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;

2.4 Committees (see also Schedule F)
Committees may be established by the Board subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors or other Persons

a) No Director shall directly or indirectly receive any payment from occupying the position of Director or from providing services to the Club in another capacity;

b) Directors may be reimbursed for reasonable expenses that they incur in either of those capacities on production of an authentic receipt;

c) If a Director wishes to be paid for a service offered by the club, they must resign their Board position;

d) Members may be reimbursed for expenses, approved in advance, by the board;

e) Payment may be made to an individual (who may not be a club Member) for a service (such as leading a running clinic) on agreement of a majority of the Board;

2.6 Race Directors

Race Directors are individuals approved by the Club to organize and oversee a specific race or event of the Club.

a) **Role and Responsibility**
Each Race Director is responsible for the detailed planning, organization, and safe execution of their assigned race or event, in accordance with the Club's objects, policies, and applicable laws. Each Race Director shall present and maintain a Race Management Procedures plan which documents all necessary steps to stage the event successfully;

b) **Ownership of Events**
All races and events are the property of the Club per Article 1.04 b); Appointment as a Race Director does not confer ownership or proprietary rights over any race or event;

c) **Approval**
presented to
Race Directors are appointed by the Board and [redacted] the members at the annual meeting;

d) **Standards of Conduct and Removal**
The Board may, by resolution, remove a Race Director from their role if the Board determines that the individual:

1. has failed to adhere to the values, policies, or objectives of the Club or;
2. has failed to comply with applicable laws or regulatory requirements or;
3. has failed to plan, market and execute the race that they are responsible for directing or;
4. has acted in a manner that may endanger participants, volunteers, or the public or;
5. has otherwise acted in a manner that may cause reputational or financial harm to the Club.

Section 3 Board Meetings

3.1 Calling of Meetings

Meetings of the Directors shall be called by the President or Vice-President or by any two Directors at any time and any place as per notice as required by the By-laws.

3.2 Regular Meetings

a) Regular board meetings will be held on a six to eight week basis each year, or as agreed upon at a previous meeting of Directors;

b) The Board shall fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director;

c) Additional meetings of the Board may be scheduled in exceptional circumstances to discuss or resolve a specific issue;

3.3 Notice

a) Notice of the time and place for the holding of a meeting of the Board shall be given to Directors in the manner provided in Article 10 of these By-laws not less than seven days before the date that the meeting is to be held;

b) Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such 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 Club;

3.4 President

The President shall chair all Board meetings. In the absence of the President, the Vice-President shall chair the meeting. If the Vice President is also unavailable the Directors present shall choose one of their number to act as the President.

3.5 Voting

Each Director, excluding the President, has one vote on each motion. Motions shall be decided by a majority of votes. In case of a tied vote, the President shall have the deciding vote.

3.6 Participation by Telephone or Electronic Communication

With the consent of the Board, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means (as defined in the Act) that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 Financial

4.1 Banking

The Board shall by resolution designate the bank in which the financial resources of the Club shall be placed for safekeeping.

4.2 Financial Year

The financial year of the Club ends on December 31 in each year or on such other date as the Board may determine by resolution.

4.3 Designation of Recipient of Donation

a) Notwithstanding the Purpose for which the Club was established (Article 1.4) and subject to approval of the Board of Directors, Race Directors may choose an organization which is either a Non-Profit Corporation or a registered charity as defined by the Canada Revenue Agency to which a portion of a race's proceeds may be donated;

b) This portion shall be agreed upon by the Race Director and the Board;

c) Preference will be given to Niagara based organizations whose activities align with the Club's objectives and, or benefit the well-being, safety and health of the local community;

Section 5 Officers

5.1 Officers of the Club

The Board shall appoint from among its Directors a President and may appoint any other Director to be Treasurer, Vice-President, Secretary and Membership Secretary at its first meeting following the annual meeting of the Club. The remaining Directors shall be classified as Members-at-Large, who are expected to work with the other Directors to further the objectives of the Club.

5.2 Officer removal at Board's Discretion

a) An Officer shall cease to hold office upon resolution of the Board;

b) An Officer can be removed from the office by a two-thirds vote of the Board;

Reasons for removal may include, but are not limited to, an Officer who:

a) has failed to attend three consecutive meetings without a reasonable explanation provided in advance;
b) has failed to adhere to the values, policies, or objectives of the Club;
c) has failed to comply with applicable laws or regulatory requirements;
d) has acted in a manner that may endanger participants, volunteers, or the public;
e) has otherwise acted in a manner that may cause reputational or financial harm to the Club;

5.3 Duties
Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any such duties to assist the board in meeting its objectives.

5.31 Duties of the President
The President shall perform the duties described in sections 3.04, 9.05 and **Schedule A** and any other duties as may be required by law or as the Board may determine from time to time.

5.32 Duties of the Vice-President
The Vice-President shall perform the duties described in **Schedule B** and any other duties as may be required by law or as the Board may determine from time to time.

5.33 Duties of the Treasurer
The Treasurer shall perform the duties described in **Schedule C** and any other duties as may be required by law or as the Board may determine from time to time.

5.34 Duties of the Secretary
The Secretary shall perform the duties described in **Schedule D** and any other duties as may be required by law or as the Board may determine from time to time.

5.35 Duties of the Membership Secretary
The Membership Secretary shall perform the duties described in **Schedule E** and any other duties as may be required by law or as the Board may determine from time to time.

Section 6 Protection from Liability

6.1 Protection of Directors and Officers
No Director, Officer or committee member of the Club is to be liable for the acts, neglects or defaults of any other Director, Officer, or committee member of the Club. Neither shall they be liable for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Club with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

a) complied with the Act and the Club's articles and By-laws and;
b) exercised their powers and discharged their duties in accordance with the Act;

6.2 Insurance
Annually, at a regular Board meeting, the Board shall decide if the Club will purchase and maintain liability insurance for its Directors (including Race Directors) for the following year.

Section 7 Conflict of Interest

7.1 Conflict of Interest
A Director (including Race Directors) who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Club shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 Members

8.1 Members
Membership in the Club shall consist of individuals interested in participating in the events and activities of the Club and who are also interested in furthering the Club's purpose and who have been accepted into Membership in the Club by resolution of the Board.

8.2 Membership
A Membership in the Club is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.3 Membership Dues
Members shall be notified of the membership dues at any time payable by them and, if any are not paid by the Annual General Meeting the members in default shall automatically cease to be members of the Club. Membership dues shall be determined by a majority vote of the Board and may be increased or reduced at the end of each calendar year.

8.4 Termination of Membership
A membership in the Club is terminated when:

a) the member dies or resigns;

b) the member is expelled, or their membership is otherwise terminated in accordance with article 8.6 below;

c) the member's term of membership expires;

d) or the Club is liquidated and dissolved under the Act;

8.5 Effect of Termination of Membership

Upon any termination of membership the rights of the member automatically cease to exist.

8.6 Corrective Action resulting in possible Termination of Membership

If the President or any Director receives a complaint about a member related to either of the following infractions the Board shall give the member a letter informing them that the behaviour or action is unacceptable and detrimental to the Club and provide a warning that if they demonstrate the behaviour again and/or if there are future complaints, that member would be asked to resign from the club. Examples of unacceptable actions or behaviors include, but are not limited to:

a) violating any provision of the By-laws;

b) carrying out any conduct which may be detrimental to the Club as determined by a majority of the board at its sole discretion, such as but not limited to, inappropriate behaviour of a member against another member;

A member must be given at least 15 days' notice of a disciplinary action or termination. The notice must give reasons and must explain that the member has the right to be heard orally, in writing or in another format allowed by the articles or By-laws. Refer to Section 51 of the Act.

Section 9 Members' Meetings

9.1 Annual Meeting

The annual meeting shall be held between June 1 and September 30 in each calendar year at a place within Ontario fixed by the Board. The members shall appoint an auditor or a person to conduct a review engagement each fiscal year (if required and in accordance with applicable law).

Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, (the review engagement report if any), and other financial information required by the By-laws. The business transacted at the annual meeting shall include:

a) receipt of the agenda;
b) receipt of the minutes of the previous annual and subsequent special meetings;
c) consideration of the financial statements;
d) review of the previous year;
e) election of Directors;
f) approval of Race Directors for the following year;
g) such other or special business as may be set out in the notice of meeting;

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the

annual meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-fifth of the Members for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.3 Notice

a) Subject to the Act, not less than ten and not more than 50 days written notice of any Annual or special Members' meeting shall be given in the manner specified in the Act to each Member (and to the person appointed to conduct a review engagement if any);

b) Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken;

c) Notice of each meeting must remind the Member of the right to vote by proxy;

9.4 Quorum

a) A quorum for the transaction of business at a members' meeting is 50% plus one of the members entitled to vote at the meeting, whether present in person or by proxy;

b) A member is permitted to cast a vote in advance of the meeting no earlier than a date agreed upon by a majority of the Directors. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting;

9.5 President of the Meeting

The President shall be the Chair of the Members' meeting. In the President's absence the Vice-President will lead the meeting. In the absence of the Vice-President the Directors present shall choose another Director to act as President if needed.

9.6 Voting of Members

Any motion resulting from business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws as follows:

a) each Member shall be entitled to one vote on each motion presented at the meeting;

b) votes shall be taken by a show of hands among all Members present and the President of the meeting shall have a vote;

c) an abstention shall not be considered a vote cast;

d) before or after a show of hands has been taken on any question, the President 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 President of the meeting shall direct;

e) if there is a tie vote the President shall cast the deciding vote;

f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the President 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;

9.7 Adjournments

The President may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned more than once in a period of 30 days. 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.

9.8 Persons entitled to be present

The only persons entitled to attend a Members' meeting are the Members, the Directors, (the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the President of the meeting.

Section 10 Notices

10.1 Services

Any notice required to be sent to any Member or Director shall be provided by prepaid mail, email or other electronic means to any such Member or Director at their email or physical address as shown in the records of the Club (and to the auditor or the person who has been appointed to conduct a review engagement, if any, at its business address). If no address be given then the last address of such Member or Director known shall be used, provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 Adoption and Amendment of By-laws

11.1 Amendments to By-laws

The Members may vote to amend these By-laws at the request of the Board, providing that there is a two-thirds majority of the votes cast by the Members present or by proxy at the meeting. The amendments to these By-laws shall be made available to the Members for a period of not less than 30 days prior to the meeting

Enacted on the _____ day of _____, 20_____.

President _____

Secretary _____

Vice-President _____

Treasurer _____

Schedule A: Position Description of the President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The President ensures the Board discusses all matters relating to the Board's mandate. The President shall also be the Chair at all Board and members' meetings as available.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board Meetings. Ensure meetings are effective and efficient for the performance of governance work. Oversee the schedule of Board meetings.

Work plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Committee membership. Serve as a Member on Board committees as appropriate.

Schedule B: Position Description of the Vice-President

Role Statement

The Vice-President works collaboratively with the President and is authorized to conduct any responsibilities of the President in his/her absence until the President is available to continue in the role.

Responsibilities

The responsibility of the Vice President is to support the President in all of their duties as required and to take ownership of the responsibilities of the President in his/her absence.

Schedule C: Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President to support the Board in managing and recording its financial activities and achieving its financial responsibilities.

Responsibilities
Custody of Funds. The Treasurer shall have the custody of the funds of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and shall deposit all monies, or other valuable effects in the name and to the credit of the Club in such chartered bank or trust company.

The Treasurer shall disburse the funds of the Club as may be directed by proper authority taking authentic receipts for such disbursements and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Club.

The Treasurer shall also present to the Members at the annual meeting the financial statement of the Club approved by the Board, (together with the report of the auditor or of the person who has conducted the review of the Club's financial statements if applicable).

In addition, the Treasurer will perform any other duties as may from time to time be directed by the Board.

Schedule D: Position Description of the Secretary

Role Statement
The Secretary works collaboratively with the President to support the Board by recording and disseminating accurate records of all board meetings, member meetings and other Board activities.

Responsibilities
Ensure the proper recording and maintenance of minutes of all meetings of the Club, the Board and Board committees.

Attend to correspondence on behalf of the Board. Have custody of all minute books, and other documents and ensure that they are maintained as required by law.

Meetings. Give such notice as required by the By-laws of all meetings of the Club, the Board and Board committees. Attend all meetings of the Club, the Board and Board committees as available.

Schedule E: Position Description of the Membership Secretary

Role Statement

The Membership Secretary works collaboratively with the President to support the Board by maintaining, recording and disseminating a list of current members of the Club.

In addition, the Membership Secretary works collaboratively with the Race Directors to support the Club by maintaining, recording and disseminating a list of current and past volunteers of the Club.

Responsibilities

Keep a roll of the names and addresses of the Members. The Membership Secretary also holds the responsibility of setting up an annual online registration application for members to either renew or acquire membership of the Club.

With the support of the other Directors, the Membership Secretary initiates activities that encourage increased membership. He or she also manages the volunteer list.

Schedule F: Description of Committees

The Board may establish any committee it deems necessary composed of Directors of the Board for the execution of the Board's responsibilities, such as membership recruitment, marketing, race development, social events etc. The Board shall determine the composition and terms of reference for any such committee.

****