



By-laws

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Canadian Gymnastics Federation
La federation Canadienne de gymnastique

BY-LAWS

June 16, 2013

GENERAL

1. **Purpose** – These by-laws relate to the general conduct of the affairs of the Canadian Gymnastics Federation a Canadian Corporation.

2. **Definitions** – The following terms have these meanings in these by-laws:

Act – the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;

Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

Auditor – a Public Accountant, as defined in the Act, appointed by the Members by ordinary resolution at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next annual meeting;

Board – the Board of Directors of the Corporation;

Corporation – Canadian Gymnastics Federation | Fédération canadienne de gymnastique also known as Gymnastics Canada Gymnastique (GCG);

Days – days including weekends and holidays;

Delegate – a person designated by a Member to exercise the Member's vote at a meeting of Members;

Director – an individual elected or appointed to serve on the Board pursuant to these by-laws;

FIG – the Federation Internationale de Gymnastique



Fundamental Changes – corporate changes that are designated by the Act to be “fundamental changes”;

Member – those entities meeting the definition of Member who are admitted as Members of the Corporation under these by-laws;

Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these by-laws;

Ordinary Resolution – a resolution passed by a majority of more than one half (1/2) of the votes cast on that resolution;

Proposal – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;

Registered Participant – those individuals who are engaged in activities that are provided, sponsored, supported, sanctioned, or recognized by the Corporation or its Members. Registered participants include recreational and competitive gymnasts, members of national teams in all disciplines, coaches, judges, administrators, individuals recognized previously by the Corporation as ‘life members’, Gymnastics Clubs and volunteers who serve on executives, committees and boards of directors. In all cases, such individuals are registered with a gymnastics club, a provincial or territorial gymnastics organization, or the Corporation. Registered participants may pay a program or license fee for services rendered, but are not Members of the Corporation; and

Special Resolution – a resolution passed by a majority of more than two-thirds (2/3) of the votes cast on that resolution.

3. **Registered Office** – The Registered Office of the Corporation will be located at such address as the Board may determine. The Board may establish such other offices as the affairs of the Corporation may require.

4. **No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.

5. **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes, mission, vision, and values of the Corporation.

6. **Conduct of Meetings** – Unless otherwise specified in the Act or these by-laws, meetings of Members and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).

7. **Interpretation** – Words importing the singular will include the plural and vice-versa, words importing the masculine will include the feminine and vice-versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.



8. **Language** – The official languages of the Corporation are English and French. In the case of a conflict between the English and French versions of any Corporation document, including these by-laws, the English version will prevail.

MEMBERSHIP

Membership Categories

9. **Categories** – The Corporation has one class of Members, made up of each organization that is recognized by the Corporation as the sole governing body for gymnastics in a province or territory of Canada.

Admission of Members

10. **Admission of Members** – An organization will be admitted as a Member if:

- a) The organization makes an application for membership in a manner prescribed by the Corporation;
- b) The organization agrees to abide by the Corporation's by-laws, policies, procedures, rules, and regulations;
- c) The organization provides a statement of its Registered Participants as of August 31st of each year, in such detail as the Corporation may direct;
- d) The organization provides a statement of the names and addresses of its directors and officers; and
- e) The organization has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board.

Transfer of Membership

11. **Transfer** – Membership in the Corporation is not transferable.

Membership Dues

12. **Dues** – Membership dues will be determined by the Board, and will take effect upon ratification by an Ordinary Resolution of the Members at an annual meeting or a special meeting of the Members.

13. **Deadline** – Members will be notified in writing of the membership dues at any time payable by them, and if a Member fails to pay its membership fees in full when due or otherwise fails to abide by the



Corporation's by-laws and the policies, procedures, rules, and regulations, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:

- (i) suspend the voting or such other privileges of such Member, or
- (ii) impose such further or other penalty, including fines, as the Board may determine.

Withdrawal and Termination of Membership

14. **Withdrawal and Termination** – Membership in the Corporation is terminated when:

- a) The Member is liquidated or dissolves;
- b) The Member fails to maintain the qualifications or conditions of membership described in Article 10;
- c) The Member fails to pay its membership dues as described in Article 13;
- d) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- e) The Member fails to pay membership dues, fees, or other monies owed to the Corporation by the deadline dates prescribed by the Corporation; or
- f) The Corporation is liquidated or dissolved under the Act.

15. **May Not Resign** – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

16. **Discipline** – A Member may be disciplined, suspended, or expelled from the Corporation by the Board, provided that the Member is given an opportunity to address the Board before such a decision is made. Such Member will also have recourse to an appeal to the Members at a meeting of Members.

MEETINGS OF MEMBERS

17. **Types of Meetings** – Meetings of Members will include annual meetings and special meetings.

18. **Special Meeting** – A Special Meeting of the Members may be called at any time by the President/CEO, the Board, or upon the written requisition of Members who hold five (5) percent of the votes of the Corporation. The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called.



19. **Location and Date** – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s fiscal year.

20. **Meetings by Electronic Means** – A meeting of Members may be held by means of telephone, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

21. **Participation in Meetings by Electronic Means** – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

22. **Notice** – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier, or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- b) By telephone, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Corporation’s website not less than 30 days prior to the date of the meeting.

23. **Change in Notice Requirements** – Pursuant to those provisions of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

24. **Persons Entitled to Attend** – All Members, Directors, Officers, Registered Participants and the Auditor of the Corporation and such other persons who are required under any provision of the Act, Articles, or by-laws of the Corporation to attend, are entitled to be present at the meeting.

25. **Closed Meetings** – Notwithstanding the above, meetings of Members will be closed to the public but any person may be admitted at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members.

26. **Adjournment** – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

27. **Agenda** – The agenda for the Annual Meeting will include:



Call to order
 Establishment of Quorum
 Appointment of Scrutineers
 Approval of the Agenda
 Adoption of Minutes of the previous Annual Meeting
 Board, Committee, and Staff Reports
 Report of Auditors
 Appointment of Auditors
 Business as specified in the meeting notice
 Election of Directors
 Adjournment

28. **New Business** – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least 60 days prior to the meeting date.

29. **Quorum** – Six (6) Members present, as represented by their delegates, will constitute a quorum.

Voting at Meetings of Members

30. **Equity in Voting** - GCG values the contribution and input of all Members, and recognizes that different sized provinces have different needs. Recognition of membership numbers should be equitable, with the result that each Member will be assigned an equal number of votes to comprise approximately one-third of the total available votes (subject to rounding).

31. **Weighted Voting** - Each Member will receive additional votes based on the number of Registered Participants they register as of August 31st of the previous year to comprise the other two-thirds of the vote (subject to rounding).

32. **Voting Formula** - The formula to calculate the allocation of votes is as follows:

Total Registered Participants in the Corporation	Base Votes per Member
150,000 – 173,999	7
174,000 – 197,999	8
198,000 – 221,999	9
222,000 – 245,999	10
246,000 – 269,999	11
270,000 – 293,999	12

For every 24,000 Registered Participants over and above the 294,000 total Registered Participants in the Corporation, each member will receive 1 additional base vote.

Thereafter, each Member will receive 1 additional vote for every 1,000 Registered Participants (or portion thereof).



33. **Delegates** – Members will notify the Corporation in writing of their Delegate for voting purposes at least seven days prior to the meeting of Members.

34. **Proxy Voting** – Members may vote by proxy if:

- a) The Member notified the Corporation in writing seven days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy holder is a Delegate of another Member;
- c) The proxy is received by the Corporation prior to the start of the meeting;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

35. **Maximum Number of Proxies** – No Delegate of a Member may hold more than 1 proxy.

36. **Scrutineers** – At the beginning of each meeting, the Members will appoint one or more scrutineers who will be responsible for ensuring that votes are properly allocated, cast, and counted.

37. **Determination of Votes** – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

38. **Majority of Votes** – Except as otherwise provided in the Act or these by-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

GOVERNANCE

Composition of the Board

39. **Directors** – The Board will consist of a minimum of nine and a maximum of ten Directors as follows:

- a) Eight (8) Directors-at-Large;
- b) 1 Director – Athlete Representative; and
- c) Where permitted by the Act and where desired by the Board, 1 Appointed Director.



Eligibility of Directors

40. **Eligibility** – Any individual, who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who fulfills the requirements of the *Income Tax Act* in relation to serving as a Director with a registered charity, may be elected or appointed as a Director.

41. **Director – Athlete Representative** - The Director – Athlete Representative must be 18 years of age and either an active member of a GCG Senior National Team or have been a GCG Senior National Team member for a minimum period of 2 years, in addition to fulfilling the requirements of Article 40.

Election of Directors

42. **Election** – The election of Directors will take place at the Annual Meeting of members, as follows:

- a) The Directors-at-Large will be elected by the Members for four (4) year terms.
- b) The Director - Athlete Representative will be nominated by national team athletes to a two (2) year term, using a nomination procedure approved by the Board, and this nomination will be put to the Members for ratification.
- c) Immediately following any Annual Meeting at which an election occurs, the Directors may appoint 1 additional Director for a 1 year term, to be served until the next Annual Meeting.

43. **Terms** – Elected Directors will hold office for a term of four (4) years and will hold office until their successors have been duly elected in accordance with these by-laws, unless they resign, are removed from or vacate their office.

44. **Officers** - Immediately following the elections, the Directors will elect a Chairperson, Vice-Chairperson, and Secretary from among their own number, to serve terms of two years.

Suspension, Resignation, and Removal of Directors

45. **Resignation** – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director, who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

46. **Vacate Office** – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;



- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged with and/or convicted of any criminal offense related to the position; or
- d) Upon the Director's death.

47. **Removal** – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

Filling a Vacancy on the Board

48. **Vacancy** – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings

49. **Call of Meeting** – Meetings of the Board will be held any time and place as determined by the Board.

50. **Notice** – Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

51. **Number of Meetings** – The members of the Board will meet as often as considered necessary.

52. **Quorum** – At any meeting of the Board, quorum will consist of a majority of the Directors.

53. **Voting** – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally, or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the resolution will fail.

54. **Meetings** – Meetings of the Board will generally be open to observers unless the Chair, in his/her discretion, considers that an agenda item is of a private or confidential nature, in which case, the Chair may declare that portion of the meeting closed.

55. **Meetings by Teleconference** – A meeting of the Board may take place by teleconference upon the consent of the Directors.

56. **Meetings by Other Electronic Means** – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:



- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and for recording votes;
- b) Each Director has reasonable access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

57. **Meetings by Telephone** – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology, are considered to have attended the meeting.

Powers of the Board

58. **Powers** – Except as otherwise provided in the Act or these by-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions. More specifically, the Board will:

- a) Approve the vision, mission, values, and strategic direction of the Corporation;
- b) Approve policies and procedures applicable to the delivery of programs and services of the Corporation;
- c) Provide continuity for the Corporation by ensuring its financial health;
- d) Engage under employment contract a senior staff person (President/CEO) to manage and oversee the operations of the Corporation;
- e) Ensure positive relationships with Members and stakeholders;
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these by-laws; and
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

59. **Limits** – The Corporation employs a model of governance that separates governance and management functions. The Board delegates to the President the responsibility to manage the day-to-day operations of the Corporation in accordance with Board policies and direction, and subject to any limits established by the Board.

OFFICERS

60. **Composition** – The Officers will be the Chair, Vice-Chair, Secretary, and President/CEO.



61. **Duties** – The duties of Officers are as follows:

The **Chair** will be the chief representative of the Corporation, will preside at all meetings of the Corporation, will be responsible for the operation of the Board, will exercise such other powers as conferred upon him by the by-Laws, and perform such other duties as may from time to time be prescribed by the Board.

The **Vice-Chair** will be vested with all the powers and will perform the duties of the Chair in the absence, inability, or refusal to act of the Chair, and will perform such other duties as may from time to time be prescribed by the Board.

The **Secretary** will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. They will give, or cause to be given, notices of all meetings of the Members and of the Board. They will certify all documents of the Corporation which require certification. They will keep, or cause to be kept, accounting records in accordance with the Act. In addition, they will perform such other duties as may from time to time be prescribed by the Board.

The **President/CEO** – The President/CEO will be the Chief Executive Officer and the Chief Administrative Officer of the Corporation and will be responsible for the management and supervision of the affairs and operations of the Corporation.

62. **FIG Executive Member** - The Board will also appoint as an Officer of the Corporation any Canadian who is a member of the FIG Executive. This individual is not a Director.

63. **Vacancy** – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

COMMITTEES

64. **Board Committees** – The Board may appoint such Board Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Board Committees, may prescribe the duties of Board Committees, and may delegate to any Board Committee any of its powers, duties, and functions except where prohibited by the Act or these by-laws.

65. **Quorum** – A quorum for any Board Committee will be a majority of its voting members.

66. **Terms of Reference** – The Board will establish the terms of reference and operating procedures for all Board Committees.

67. **Vacancy** – When a vacancy occurs on any Board Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.



68. **Removal** – The Board may remove any member of any Board Committee.

69. **Operational Committees** – The President/CEO may appoint such Operational Committees as they deem necessary for managing the Corporation's operations, and may prescribe the terms of reference and operating procedures for all Operational Committees. Operational Committees will report to the President.

Conflict of Interest

70. **Conflict of Interest** – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

FINANCE AND MANAGEMENT

71. **Fiscal Year** – The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may determine.

72. **Bank** – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

73. **Auditor** – At each Annual Meeting, the Members will appoint an auditor to audit the books, accounts, and records of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

74. **Annual Financial Statements** - The Corporation will send to the Members a copy of the annual financial statements and other documents as prescribed in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

75. **Books and Records** – The necessary books and records of the Corporation required by these by-laws or by applicable law, will be properly kept. Minutes of meetings of the Board and records of the Corporation will not be available to the Registered Participants of the Corporation but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.



76. **Signing Authority** – The President/CEO will have authority to sign for, and on behalf of the Corporation, all contracts in writing. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. Any contracts so signed will be binding upon the Corporation without any further authorization or formality.

77. **Property** – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

78. **Borrowing** - The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.

79. **Remuneration** – All Directors, Officers, and members of Committees, except individuals who are already in the employ of the Corporation, will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers, or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

AMENDMENT OF BY-LAWS

80. **Directors Voting** – Except for the items constituting Fundamental Changes, these by-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board.

81. **Ratification** - The Directors will submit the by-law, amendment, or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject, or amend the by-laws. The by-law, amendment, or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment, or repeal is confirmed, or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

82. **Notice in Writing** – Notice of proposed amendments to these by-laws will be provided to Members at least 28 days prior to the date of the meeting of the Members at which the amendments are to be considered.

FUNDAMENTAL CHANGES

83. **Fundamental Changes** – in accordance with the Act, a Special Resolution of all Members may be required in order to make the following changes to the by-laws or articles of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;



- d) Create a new class, or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change, or remove any other provision that is permitted by this Act to be set out in the articles.

NOTICE

84. **Written Notice** – In these by-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

85. **Date of Notice** – Date of notice is deemed to be:

- a) where notice is provided by courier or personal delivery, the date on which delivery is confirmed;
- b) where notice is provided by mail, five (5) days after the postmarked date;
- c) where notice is provided by telephone, electronic, or other communication facility, the date on which the notice is sent;
- d) where notice is provided by posting on the Corporation's website, the day on which the notice is posted.



86. **Error in Notice** – The accidental omission to give notice to any Member, Director, Officer, member of a committee or Auditor, the non-receipt of any notice by any such person, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

DISSOLUTION

87. **Dissolution** – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

INDEMNIFICATION

88. **Indemnification** – The Corporation will indemnify, and hold harmless out of the funds of the Corporation, each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, except that the Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

89. **Insurance** – the Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

ADOPTION OF THESE BY-LAWS

90. **Adoption by Board** – These by-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on June 14, 2013.

91. **Ratification** – These by-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on June 16, 2013.

92. **Repeal of Prior By-laws** – In ratifying these by-laws, the Members of the Corporation repeal all prior by-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.

