

Revision Approved 2008 05 27.

THE CANADIAN NATIONAL SHUFFLEBOARD ASSOCIATION (1999{)
ASSOCIATION CANADIENNE NATIONALE DU SHUFFLEBOARD (1999)

BY-LAWS

ARTICLE I CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

ARTICLE II HEAD OFFICE

The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law², change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

ARTICLE III- GOALS AND OBJECTIVES

The Objectives of this Association are to:

1. Promote and encourage the game of shuffleboard across Canada; to foster development of playing skills and to engender good fellowship and fair play by all participants.
2. To act as the parent Association for all affiliate members.
3. To host periodically, international tournaments and schedule these tournaments in provinces and locations as selected by the Association Executive in consultation with applicable organizations.
4. To select team members for participation in International Shuffleboard Tournaments utilizing a selection committee appointed by the Association's Executive.

5. To promote and support tournaments held by affiliated Member Organizations such as Annual Singles, Annual Doubles as well as Inter Provincial Events.
6. The Immediate Past President will chair a Standing Rules Committee with Director representation from at least two other provinces. The Standing Rules Committee will establish and periodically review and adjust the National Rules upon approval by the Board of Directors. See also Article V Section 5.
7. To support the International Shuffleboard Association through membership in that association by the CNSA. The President will be Canada's Delegate at all ISA Meetings. One Observer is also entitled to attend ISA Meetings. The President shall respect the recommendation of the Board with regard to the selection of the Observer.

ARTICLE IV CONDITIONS OF MEMBERSHIP

All Shufflers in Canada are encouraged to join Shuffleboard Clubs, Shuffleboard Regional or Provincial Organizations and their membership in the CNSA will be by reason of said membership providing their Club, Regional or Provincial Organization is a member in good standing of the CNSA. Where none of the organizations itemized in sentence one exists, or where the organization is not a member in good standing of the CNSA, an individual shuffler may make application to join the CNSA and should his/her application be accepted, he/she will be required to pay the required registration fee. The CNSA may from time to time modify the terms of reference including the fee structure for existing and new members. One of the conditions of membership is that the organization, through which the member claims membership, must provide to the Secretary of the CNSA, a current Membership List and must update that list on an annual basis. The list will include as a minimum, the full name of all members, the Canada Post mailing address, the telephone number, as well as the e-mail address where applicable. All members in good standing shall have full voting privileges at general membership meetings. For greater clarity, the member in good standing gets the vote, not the Organization through which the individual's membership is claimed.

ARTICLE V MEMBERS MEETINGS

The Annual General Meeting (AGM) of the members shall be held as closely as possible to the beginning of each shuffleboard season, (normally in conjunction with a shuffleboard event). The location will be chosen by the Association's Executive. Notice of AGM shall be given at least 14 days prior to the meeting; notice to state the time and location, and include agenda items to allow members to begin to form a reasoned judgment on decisions to be made. The minimum number of members required to conduct the AGM is 10 members over and above the members of the Board of Directors in attendance.

NOTE: Whenever the words "mailing or mail" are used, electronic mail is an acceptable method. Accordingly, it is the responsibility of every member to keep the secretary informed of his/her current e-mail address as well as his/her Canada Post Mailing Address. Should any member not be willing or able to receive mail electronically, he/she shall notify the Secretary and provide the appropriate Canada Post Mailing address. Whenever the word "Notice" is used, posting on the website normally used by the Association, will constitute "Notice".

1. **GENERAL:** At every AGM, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors will be appointed for the ensuing year. The fiscal year end of the association will be the calendar year end. The members may consider and transact any business either special or general at any meeting of the members. More than half of the Executive Directors of the Board, shall have power to call, at any time, a general meeting of the members of the Association. Should a request for such meeting be made to the President by a Director, a survey of the other Directors will be made by the President or person appointed by the President to determine if there is a majority of the Board of Directors in agreement for such meeting. Such action will be taken within a 5 day period. The Board shall call a special general meeting upon receipt of a request of members carrying not less than 5% of the voting rights.

2. **NOTICE:** The President shall cause a Notice of the meeting of the Executive to be e-mailed to all Executive Members five (5) full days prior to the meeting. In order for binding decisions to be made at any Executive meeting, a minimum of four (4) members must be involved in the meeting.
3. **MEETING OPTIONS:** Any Meeting referenced in this document, with the exception of the AGM, may be held by any of the following methods: in person, video conference, teleconference, or internet conference providing all participants can read or hear the comments of all others. The President will chair all meetings except Committee Meetings of which he/she is not the Chair.
4. **WHO VOTES:** Each voting member involved in a meeting shall have the right to exercise one vote. The President may participate in debate and may vote. However; it is expected that he/she will refrain from voting except where the vote will affect the result. Similarly, the efforts of the President, acting as Chair, should ensure others have reasonable opportunity to advance his/her position. A majority of the votes cast, (more than half) by the members voting shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.
5. **ERROR OR OMISSION:** No error or omission in giving notice of any Annual General Meeting, any General Meeting or any adjourned meeting, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat providing reasonable actions were taken to advise all persons eligible to vote at the meeting. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. As set down in Article IV, NOTE, the requirement for NOTICE is deemed to have been met by posting same on the Website normally used by the Association. Members not having access to the website are responsible for informing the secretary of their (Canada Post) mailing address and of their desire to receive notice by Canada Post.

ARTICLE VI BOARD OF DIRECTORS

There will be a Board of Directors, maximum of 20 members, which will ensure input from each province

where shuffleboard is active. Candidates for all board positions will be identified by a nominating committee of three (3), elected by the current Executive. In determining the number of directors for any single province, the Committee will be guided by the relative number of shufflers in the province in question. Directors must be individuals, 18 years of age or older.

1. NOMINATING COMMITTEE: From among the identified candidates for the Board of Directors, the nominating committee will nominate an Executive. The property and business of the Association shall be managed by the Executive. The Executive will be the President, the Past President, three (3) Vice Presidents, the Secretary and the Treasurer. The offices of Secretary and Treasurer may be combined. Four (4) Members of the Executive must participate in an Executive meeting in order to constitute a quorum. The nominating committee will have regard for the statement of qualifications established for the position of board member. This method, identifying candidates by a nominating committee, does not preclude nominations from the floor. The nominating committee will then conduct a selection process from among those nominated and present their recommendations to the AGM. Each director must be a member of the Association. Board positions normally have a two year renewable term. Directors are all volunteers and have no remuneration of any kind attached to their duties.

2. REMOVAL FROM BOARD: Any member of the board may be removed from Office by a two thirds (2/3) majority vote of the board of directors. Should a board member be removed, the Organization where he/she holds membership will be invited to submit a replacement for consideration of the nominating committee. Any Provincial Organization, any Regional Organization, any Club Organization, or any Individual Member may withdraw from the Association by sending their resignation to the Association's secretary.

3. EXECUTIVE MEETING NOTICE: Notice of meetings of the Executive shall be communicated by the secretary with a minimum of five (5) days notice to the members. Meetings of the Executive shall be held at least once a year at the call of the President. Notice of Executive Meetings will be by

e-mail to the individual Executive Members. Such notice will include, date, time, location and an agenda when available. Any member may submit intent to move a motion and the secretary will cause said intent to be included in the announcement.

4. EXECUTIVE RESPONSIBILITIES: Executive Board member's responsibilities briefly are as follows:
1) President is in charge of the daily activity of the Association. 2) Past president serves as advisor to the Executive and has voting privileges. 3) Secretary is responsible for all correspondence pertaining to the association as well as recording of business conducted at meetings, and has custody of the corporate seal. 4) Vice-presidents and directors shall perform duties as may be assigned by the president. The President will delegate to one of the Vice Presidents, the authority to act on his/her behalf should the President be absent or no longer able to perform the duties of his/her office. Treasurer shall have control of all financial records and shall report at least once per year in detail on the financial health of the Association.

5. EXECUTIVE APPOINTMENTS: The Executive will appoint two Directors to the Hall of Fame Committee, one from the West, one from Central. The Executive will appoint two Directors to the Membership Committee, one from the West, one from the East. The Executive will appoint three (3) Directors to the Standing Rules including the immediate Past President as Chair. One Director will be from the East, one from the West and one from Central.

ARTICLE VII EXECUTION OF DOCUMENTS

The president and one vice president shall sign all documents on behalf of the Association.

ARTICLE VIII BY-LAW AMMENDMENTS

The by-laws of the Association not embodied in the letters patent may be repealed-or amended by by-law or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the Executive at a meeting of the Executive and sanctioned by an affirmative vote of at

least two-thirds (2/3) of the members voting at a meeting duly called for the purpose of considering the said by-law provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE IX AUDITOR

The Executive will cause an audit to be carried out annually. The auditors, a committee of two, may or may not be members of the Association. If any auditor is a member of the Executive, all Executive members must approve. The audit committee shall conduct a detailed investigation of all financial records of the Association and report the results to the Executive and the General Membership.