

## **BYLAW NUMBER 1**

A BYLAW relating generally to the conduct of the affairs of

### **CANADIAN RACING PIGEON UNION, INCORPORATED**

**WHEREAS the Corporation was incorporated by Letters Patent issued by the Deputy Registrar General of Canada on the 11th day of April, 1944, for the following objects as amended herein:**

1. To promote pigeon racing in CANADA; and
2. To promote and hold pigeon races and to give prizes, awards and distinctions to persons and associations, incorporated or unincorporated, which may be interested in racing pigeons; and
3. To provide for and procure the lectures, conferences, contests, shows and holding of public meetings, exhibitions, other gatherings calculated directly or indirectly to advance pigeon racing and to establish a central bureau for the collection and dissemination of information and knowledge relating to racing pigeons; and
4. To promote uniform standards and classifications in all kinds of matters related to racing pigeons; and
5. To provide a means for registration and identification of racing pigeons, and to provide a central bureau to deal with all matters relating to lost banded racing pigeons and the transfer or other disposition of racing pigeons; and
6. To render aid and assistance to persons and associations, incorporated, or unincorporated, interested or likely to be interested in racing pigeons; and
7. To subscribe to or become a member of or co-operate with any other associations whose objects are wholly or partially similar to those of the CRPU; and
8. To buy, sell and otherwise acquire and dispose of or deal with any goods, wares, apparatus, devices, buildings or other real or personal property which may be requisite for the purposes of, or can conveniently be used in connection with any of the objects of the CRPU; and

9. To carry on in the same or a modified form and extend the work heretofore undertaken since 1934 by the association known as Canadian Racing Pigeon Union, Incorporated; and
10. To foster sociability and to promote the general welfare and good fellowship of its members.

BE IT ENACTED AS A by-law of

CANADIAN RACING PIGEON UNION, INCORPORATED

(the "CRPU") as follows:

#### **ARTICLE 1 INTERPRETATION**

1.01 In this by-law and all other by-laws and resolutions of the CRPU unless the context otherwise requires:

- .01 the singular includes the plural;
- .02 the masculine gender includes the feminine;
- .03 "Board" means the board of directors of the Corporation;
- .04 "CRPU" or "CU" means the Canadian Racing Pigeon Union, Incorporated;
- .05 "Corporations Act" means the Canada Corporations Act (1970, c. C-32) and any statute amending or enacted in substitution therefor, from time to time;
- .06 "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- .07 "Executive Officers" means the persons who hold the offices enumerated in Article X;
- .08 "Past president" means the person whose term of office as President has most recently expired and who is willing to serve as such.

1.02 All terms defined in the Canada Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

## **ARTICLE II. OFFICES**

### **Section 2.01 Head Office**

The principal office of the CRPU 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 CRPU by a bylaw change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the bylaw approved by 2/3 of the votes cast in favor of the bylaw shall be filed with the Minister.

## **ARTICLE III. SEAL**

### **Section 3.01 Seal**

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

## **ARTICLE IV. MEMBERS**

### **Section 4.01 Membership**

Any individual person, whether or not a member of any club or association of pigeon racers, shall be eligible to apply for membership. The CRPU shall have five (5) classifications of membership:

i. **Affiliated Members**

All members who are members of CRPU clubs shall be entitled to all the rights and privileges of the CRPU and shall share in the responsibilities of the CRPU.

ii. **Individual Members**

Individual Members who are not a member of a CRPU club or who are not currently under suspension with a CRPU club may apply for membership with the CRPU. Upon acceptance, individual members shall be entitled to all the rights and privileges of the CRPU and shall share in the responsibilities of the CRPU after completing a one year probationary period.

iii. **Family Memberships**

Family Memberships are limited to families who would qualify as Affiliated Members but have more than one member of the family that is active in the sport of racing pigeons. Family Memberships are limited to immediate family

members, residing at the same physical address and may include one or more adults and any number of participating children/dependents. A Family Membership will allow any family member to register bands and fly their own birds under their own name. Upon acceptance, family memberships shall be entitled to all rights and privileges of a single Affiliated Member and shall share in the responsibilities of the CRPU.

iv. **Junior Members**

A young person may apply for a Junior Membership if he or she is under the age of eighteen (18) years. Upon acceptance a Junior Member shall be entitled to all the privileges and obligations of an Affiliated Member.

v. **Honorary Members**

A majority of those present at a properly constituted meeting of members may elect an Honorary Member. Honorary Members may attend and participate at meetings of the CRPU but are not entitled to vote or nominate candidates for office. Any person elected as an Honorary Member shall continue as such an Honorary Member until his or her membership is cancelled by a vote of two-thirds (2/3) of the members at a general meeting.

**Club Membership**

Members may form Clubs. Clubs shall consist of a minimum of five (5) CRPU members residing and flying from at least four (4) different loft coordinates. A club may make application on the prescribed form to become an affiliated society with the CRPU. Upon acceptance, a CRPU charter shall be issued and the affiliated society shall be entitled to all the rights and privileges of the CRPU and shall share in the responsibilities of the CRPU.

**Section 4.02 Privileges and Obligations of CRPU Members**

Each applicant shall be promptly informed by the Secretary of his or her admission as a member.

Members of all classes who are in good standing shall be entitled to:

1. One vote at meetings of members on all issues presented to the membership; and
2. Hold office in the CRPU; and
3. Serve on committees; and
4. Attend all membership meetings.

**Section 4.03 Resignation**

Members may resign by resignation delivered in writing to the head office of the CRPU which shall be effective from the date of acceptance thereof by the Board of Directors. In

the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which is payable by him to the CRPU.

#### **Section 4.04 Termination of Membership**

Membership in the CRPU is not transferable and ceases to exist upon the death of a member or when his or her period of membership expires or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the member of the CRPU may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the CRPU.

#### **Section 4.05 Suspension of Members**

Any member may be suspended from membership with the CRPU upon failure to pay his or her annual CRPU membership fees hereunder mentioned, promptly when due, upon resolution of the Membership Committee of the CRPU; or

Any member may be suspended from the membership of the CRPU, other than for the non payment of membership fees upon resolution of the Membership Committee for:

- i. Falsifying, misrepresenting or omitting required information on an application to join the membership of the CRPU.
- ii. Causing any act to a racing pigeon which in the opinion of the Membership Committee could be deemed as an act of cruelty.
- iii. Disturbing the peace at a properly constituted CRPU meeting.
- iv. Showing disrespect by action, word or deed that would bring the sport of racing pigeons in Canada into disrepute.
- v. Cheating.
- vi. For any other reason that may bring the CRPU or the sport of racing pigeons in Canada into disrepute.

#### **Section 4.06 Appeals**

Upon payment of a prescribed fee as set from time to time by the Board of Directors any member may appeal his or her suspension from the CRPU by filing a notice of objection in writing requesting a hearing before the Board of Directors within fourteen (14) business days after receiving notification of suspension from the CRPU.

If a member is suspended from his or her local organization the CRPU will uphold that suspension unless the member files a notice of objection with the CRPU.

Upon receipt of the notice of objection, the Board of Directors will schedule a hearing which may be held in writing, teleconference, individual member appearance, member representation or any other format agreed upon by the suspended member and the Board of Directors.

The Board of Directors shall cause a hearing to convene within fourteen (14) business days of receiving notice of objection.

The suspension shall be lifted or confirmed by a two third (2/3) majority vote of the Board of Directors.

## **ARTICLE V. MEMBERSHIP FEES**

### **Section 5.01 Membership Fees**

The cost of an annual membership fee in the CRPU shall be set from time to time by the Board of Directors and notice of the membership fee and time for payment shall be provided to the membership in writing. Every member shall pay the annual membership fee by the date fixed by the Board of Directors to avoid a penalty cost for the continuation of his or her membership with the CRPU.

Honorary Members shall be exempt from payment of membership fees.

## **ARTICLE VI. MEMBERS' MEETINGS**

### **Section 6.01 General Meeting**

The annual or any other general meeting of the Members shall be held at any place in Canada as the board of directors may determine and on such day as the said directors may appoint. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time, a general meeting of the members of the CRPU.

### **Section 6.02 Special Meeting**

- a. Special meetings of the Members for any purpose or purposes may be convened by the Secretary upon written request of the President or the Board of Directors.
- b. The Board of Directors shall convene a special meeting of the CRPU within sixty (60) days following receipt of a written request for such meetings signed by a least ten percent (10%) of the active members of the CRPU.

### **Section 6.03 Robert's Rules of Order**

Meetings shall be conducted pursuant to Robert's Rules of Order as amended from time to time.

### **Section 6.04 Notice**

A printed, written or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice to the members entitled to notice of such meeting not less than fourteen (14)

clear days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting. The Notice of Meeting shall also be posted on the CRPU website. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.

**Section 6.05 Waiver of Notice**

A member or any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**Section 6.06 Omission of Notice**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the CRPU shall invalidate such meeting or make void any proceedings taken thereat.

**Section 6.07 Rules and Regulations**

The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the CRPU as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the CRPU when they shall be confirmed and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

**Section 6.08 Chairperson of the Meeting**

The President of the CRPU is required to act as Chairperson of the Meeting. In the event that the President is absent and there is no Vice-President present who is a director and a member, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

**Section 6.09 Proxies**

Each voting member present at the meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of CRPU.

Subject to the provisions of the Act and Regulations, a proxy may be in the following form:

The undersigned member of .....  
hereby appoints ..... of ..... or  
failing him, ..... of ..... as  
the proxy of the undersigned to attend and act at the .....  
meeting of the members of the said CRPU to be held on the ..... day of .....,  
20...., and at any adjournment or adjournments thereof in the same manner, to the  
same extent and with the same power as if the undersigned were present at the said  
meeting or such adjournment or adjournment thereof.

DATED the ..... day of ....., 20....

.....

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by telex or via electronic submissions or in writing before the meeting or adjourned meeting to the CRPU or any agent of the CRPU for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made aforesaid, in his or her discretion accept telegraphic or cable or telex or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the CRPU, and any votes given in accordance with such telegraphic or cable or telex or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

**Section 6.10 Adjournments**

The chairperson of any meeting may with the consent of the meeting, adjourn the meeting to a fixed time and place and no notice of such adjournment need to be given to the members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

**Section 6.11 Quorum**

No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members



or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 6.03 with regard to notice shall apply to such adjournment.

Twenty (20) members of the membership shall constitute a quorum at any meeting or special meeting of the membership.

### **Section 6.12 Referendum Vote**

Questions that are considered to merit a referendum vote by the Board of Directors or by a General Meeting shall be dealt with in the following manner.

The Board of Directors shall have prepared a ballot which shall have stated upon it the question to be voted upon and shall be communicated by prepaid mail to each member in good standing to his/her most recent address as listed with the Head Office of the CRPU, accompanied by a resume of the question and a pre addressed, postage paid envelope for return of the ballot. A deadline shall be clearly marked on the ballot form, which shall not be less than twenty one (21) days from the date of mailing. Each member in good standing shall, if he/she chooses, mark the ballot form to indicate his/her choice, seal it in the return envelope and mail prior to the deadline. The pre addressed, postage paid envelope shall bear the return address of an independent auditor, who shall be engaged for the purpose of counting the ballots. The ballots mailed by the deadline shall be counted and the results of the ballot count communicated immediately to the Board of Directors, who shall advise the membership of the results of the ballot count within fourteen (14) clear days of the deadline.

## **ARTICLE VII. DIRECTORS**

### **Section 7.01 General Powers**

All of the business and affairs of the CRPU shall be managed and controlled by, and all corporate powers shall be exercised under the ultimate direction of, the Board of Directors comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the votes cast in favor of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.

## **Section 7.02 Number and Qualifications**

The Board of Directors shall consist of 7 elected members as follows:

- i. Three (3) directors elected at large; and
- ii. Four (4) directors elected at large that shall form the executive, which shall consist of a President, Vice-President, Secretary and Treasurer; and

The Past President shall act as an advisor to the Board of Directors.

Each Director shall be a Member of the CRPU in good standing.

## **Section 7.03 Roles and Responsibilities**

### **a. Roles**

The members of the CRPU herein referred to as a Constituency may elect a Member as set out in S. 4.01 as a Director to represent them on the Board of Directors. A Member must be in good standing to be eligible for election. In the event that there is more than one Member nominated in the Constituency, a secret ballot election will be held consistent with the procedures contained in this by-law.

A Constituency Director will represent the membership notwithstanding the geographic location of its members.

Constituency Directors shall be elected for a three (3) year term and may serve consecutive terms by acclamation if no other member accepts a nomination.

Any member of a Constituency may approach the Executive for review of a Director's conduct and or fitness for the position of Director between elections.

### **b. Responsibilities**

The Director shall be a conduit of information between the Executive Members and CRPU Members.

The Directors shall ensure concerns or requests of the Constituency Membership are relayed to the appropriate Executive Member for consideration and action.

The Directors shall also assist the Executive with any tasks, sub-committees, or assignments that the Executive deems important to the further continuance and prosperity of the CRPU.

The Directors shall ensure that the Executive is made aware of any matter that comes to the Director's attention that will bring positive or negative attention to the CRPU.

Directors shall endeavor to attend all meetings called by the Executive.

**Section 7.04 Initial Board of Directors**

The Directors listed on the Letters Patent shall constitute the Initial Board of Directors.

**Section 7.05 Tenure**

The Initial Directors and all of the Members elected as Directors shall serve on the Board of Directors for a three (3) year term. A Director shall serve until his or her resignation, expiration of term, removal, death, expulsion, or suspension in accordance with these bylaws.

**Section 7.06 Vacation of Office**

The office of a director shall ipso facto be vacated (a) if he or she does not within ten (10) days after his or her election or appointment as a director become a member, or if he or she ceases to be a member of the CRPU; or (b) if he or she becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorized assignment or is declared insolvent; or (c) if he or she is found to be a mentally incompetent person or becomes of unsound mind; or (d) if by notice in writing to the CRPU he or she resigns his or her office which resignation shall be effective at the time it is received by the CRPU or at the time specified in the notice, whichever is later; or (e) if he or she dies; or (f) if he or she is removed from office by the members in accordance with paragraph 10.04.

**Section 7.07 Regular Meeting – Directors**

A regular meeting of the Board of Directors shall be held in conjunction with the Annual membership meeting for the transaction of such business as may come before the meeting. A Director, who fails to attend more than one (1) regular or special meeting in a calendar year, unless such failure to attend was due to an actual emergency or was approved by the President, Vice President, or Secretary prior to such meeting, may be removed from the Board of Directors pursuant to Section 10.04.

**Section 7.08 Special Meetings – Directors**

Special meetings of the Board of Directors may be called by the Secretary at the direction of the President of the CRPU or by a majority of the voting Directors then in office, to be held at such time and place, as shall be designated in the notice of the meeting.

**Section 7.09 Electronic Meetings**

If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all members have equal access, a Director may participate in a meeting of the Board of Directors by means of any electronic facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at

the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Secretary at the beginning of each particular meeting. Each vote cast by a Director participating by electronic means shall be recorded in the minutes by the Secretary.

#### **Section 7.10 Electronic Votes and Electronic Notices**

Votes at Directors meetings may be cast by electronic means such as by way of the Internet, by electronic ballot or by telecommunications facilities. At such meetings the response time for such electronic ballots or votes shall be set by the President. A quorum of the Board of Directors must vote electronically within the stated response time or the vote will not be valid. The President may modify voting procedure and, without limitation, may modify, extend or shorten the response time for the electronic ballot provided however that the response time shall always be greater than 12 hours. Any reference to written notice in respect of meetings of the Board of Directors shall be construed to also refer to electronic notice.

#### **Section 7.11 Electronic Polling**

The Board may poll members electronically on any issue or to seek advice from the general membership.

#### **Section 7.12 Notice**

Notice of the time and place of any meeting of the Board of Directors shall be given at least three (3) days previously thereto to each Director at the address as shown by the records of the CRPU. Any such notice shall be either (a) sent by telefax, e-mail or other similar means of communication, in which case notice shall be deemed delivered upon transmission of such notice, or (d) delivered personally. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless required by statute.

#### **Section 7.13 Quorum**

##### **7.13.1 Directors**

A quorum shall consist of four (4) Directors for a meeting or special meeting of the Board.

##### **7.13.2 Executive Committee**

A quorum shall consist of a minimum of three (3) members of the Executive Committee for an Executive Committee meeting or special meeting.

#### **Section 7.14 Action by Written Consent**

Any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting if a written consent (1) is distributed to the Directors, setting forth the proposed action and providing an opportunity for the Directors to specify approval or disapproval of any proposal, and (2) is signed by a majority, or such greater percentage as may otherwise be required by these Bylaws, of the Directors. The written consent shall be filed with the Secretary of the CRPU and maintained in the corporate records.

#### **Section 7.15 Manner of Acting**

a. **Formal Action by Directors**

The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

b. **Informal Action by Directors**

No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board of Directors may be taken without a meeting pursuant to Section 7.12.

c. **Telephonic Meetings**

Directors may participate in a meeting through the use of a conference telephone or electronic or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

#### **Section 7.16 Removal of Director**

Any Director may be removed by the vote of five (5) other Directors.

#### **Section 7.17 Resignation**

Any Director may resign from the Board of Directors at any time by giving written notice to the President or the Secretary of the CRPU, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 7.18 Vacancies**

A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation, retirement, or removal of any Director. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors by a majority vote or by way of a properly constituted by-election. Consideration of the remaining term of office shall be considered.

### **Section 7.19 Delivery of Records**

Any Director who ceases to serve on the Board of Directors for any reason shall deliver to his or her successor all official material not later than ten (10) days following the official date on which such Director ceased to be a Director.

## **Article VIII. STANDING AND SPECIAL COMMITTEES**

### **Section 8.01 Committees**

There shall be the following standing committees:

- i. Executive Committee, which will consist of the President, Vice-President, Secretary and Treasurer; and
- ii. Finance Committee; and
- iii. Rules/Awards Committee; and
- iv. Promotions Committee; and
- v. Audit Committee; and
- vi. By-Laws Committee; and
- vii. Youth Initiatives Committee; and
- viii. Health Committee; and
- ix. Nominating Committee; and
- x. Membership Committee

In addition, the Board of Directors may create such other committees from time to time as it deems necessary. The Board of Directors shall select the members and designate the Chairperson of such committees and, prescribe their duties (see By Law No. 2). The Board of Directors may appoint alternate members of any committee who shall replace any absent member at any meeting of the committee. Each committee shall have at least one Director as a member, but not every member of a committee is required to be a Director.

## **ARTICLE IX. REMUNERATION OF DIRECTORS**

### **Section 9.01 Remuneration of Directors**

The directors shall serve without remuneration, except for an Honorarium as approved by the members at the annual meeting, and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

## **ARTICLE X. EXECUTIVE OFFICERS**

### **Section 10.01 Executive Officers**

The Executive Officers of the CRPU shall consist of the President, Vice-President, Secretary, and Treasurer, and any subordinate Executive Officer or Executive Officers to fill such subordinate office or offices as may be created by the Board of Directors or the Executive Committee of the Board of Directors. Any person may hold more than one office, and any Executive Officer may also be a Director. The Immediate Past-President shall serve as an ex officio Executive Officer for one year.

### **Section 10.02 Duties**

#### **President**

The President shall be the chief executive officer of the CRPU unless otherwise determined by special resolution of the CRPU or resolution of the Board of Directors. He or she shall, subject to any special resolution of the CRPU, when present, preside at all meetings of the Board of Directors, the executive committee, if any, and members of the CRPU and be an ex-officio member of all committees of the CRPU. He or she shall, subject to any special resolution of the CRPU (a) assign all duties and have general supervision of the work of the CRPU; and (b) be responsible for the overall development of the CRPU goals and objectives; and (c) report back to the general body on all matters affecting the working conditions, salaries and all other matters which may relate to the CRPU.

#### **Vice-President**

The Vice-President shall act as an aid to the President and shall perform the duties of the President in the absence or disability of the President. In the event of the death, removal or resignation of the President, the Vice-President shall act as and have the powers and responsibilities of the President until a new President is chosen at the next meeting of the Board of Directors.

Subject to provisions of any resolution of the Board of Directors, the Vice-President shall (a) co-ordinate all functions sponsored by the CRPU; and (b) he or she shall be responsible for the orderly behaviour of the members and shall enforce the orders of the President; and (c) he or she shall be responsible for obtaining suitable accommodations for the holding of the CRPU meetings and special functions.

The Vice-President shall carry out such additional duties as may be assigned to him by the President or the Board of Directors.

#### **Secretary**

The Secretary shall keep or cause to be kept, at the principal office of the CRPU or such other place as the Board of Directors may order, a book of minutes of all

meetings of the Executive Committee, the Board of Directors, the committees, if any, and the CRPU, with the following information: (1) the time and place of holding the meetings, (2) whether the meetings are regular or special, and if special, how they are authorized, (3) the notice given, (4) the names of those present at such meetings, and (5) the proceedings thereof.

The Secretary shall keep or cause to be kept, at the principal office of the CRPU, the original or a copy of the Articles and these Bylaws.

The Secretary shall be responsible for posting notice, preparing and distributing the meetings agenda when he or she is a participant at that meeting and he or she shall ensure the meeting is conducted pursuant to Robert's Rules of Order.

The Secretary shall perform such other duties as may be delegated to him or her.

### **Treasurer**

The Treasurer shall have custody of all of the funds of the CRPU, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors. The Treasurer shall present interim financial reports when requested by the Board of Directors, and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as conform to the requirements of the Bylaws and be responsible for the overall management of the CRPU office and store.

### **Section 10.03 Employees**

The Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. The Board of Directors may delegate by resolution to an Executive Officer or Executive Officers the right to hire and pay salaries to employees.

### **Section 10.04 Remuneration**

The Board of Directors may fix a reasonable remuneration for all of the Executive Officers, agents, employees and committee members who are not members of the Board of Directors elected by the membership to fill executive positions.

### **Section 10.05 Duties**

All Executive Officers shall perform the duties prescribed in these Bylaws and such other duties as may be assigned to them from time to time by the Board of Directors. All Executive Officers shall deliver to their successors all official material not later than ten (10) days following the election of their successors.

### **Section 10.06 Borrowing**

The Board of Directors may from time to time:

- a. borrow money upon the credit of the CRPU;



- b. limit or increase the amount to be borrowed;
- c. issue debentures or other securities of the CRPU;
- d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and charge or pledge all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CRPU, and the undertaking and rights of the CRPU.

#### **Section 10.07 Delegation of Powers**

The Board of Directors may delegate such powers to the Executive Officers or the Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the CRPU on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the CRPU.

### **ARTICLE XI. ELECTIONS**

#### **Section 11.01 Elections**

The membership shall conduct all elections as set forth in these Bylaws.

All Executive Officers of the CRPU shall be elected by majority vote of the Members for a three (3) year term of office or for a lesser period of time in the event of a by-election. Elections in this format will commence in 2011 and continue every three years thereafter.

Any member may nominate a member to serve as an Executive Officer.

A Nomination Committee consisting of three (3) CRPU Members in good standing shall be selected by the Board of Directors. The Nomination Committee shall accept nominations from the CRPU membership for the offices of President, Vice-President, Secretary, Treasurer and three directors and shall formally announce the slate of eligible candidates to the Membership by posting all names for each position on the CRPU web site.

Prior to formally releasing the candidate names, the Nomination Committee shall contact each person nominated to obtain the assurance that the nominee will serve in the specified office, if elected.

The Nomination Committee shall encourage members to seek election in the event the general membership has not nominated at least one member for each vacant position of office.

A member of the Nomination Committee may be nominated for office, but in the event that he or she accepts the nomination, that person shall withdraw from the Nomination Committee and the Board of Directors shall appoint a replacement. The Nomination Committee must provide notice to each active CRPU member of the date of the elections and procedure for elections.

The Nomination Committee will provide one mass mailing for all candidates combined. Each candidate will supply all printed campaign materials at his/her expense for the mailing. The maximum amount of material per candidate will be determined by the Nominating Committee.

The Nomination Committee will cause a properly constituted election to be held in accordance with the provisions outlined in Section 6.12 Referendum Vote.

## **Section 11.02 Terms**

### **1.1 Executive Officers**

Executive Officers shall serve for a term of three (3) years or until the election and qualification of their successors.

### **1.2 Directors**

Directors shall serve for a term of three (3) years or until the election and qualification of their successors.

## **Section 11.03 Resignation**

Any Executive Officer may resign at any time, but without prejudice to the rights, if any, of the CRPU under any contract to which the Executive Officer is a party, by giving written notice to the President or the Secretary of the CRPU. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 11.04 Absence of Executive Officer**

In the absence of any Executive Officer, or for any reason which the Board of Directors deems sufficient, the Board of Directors may, by resolution, delegate any of the powers and duties of an Executive Officer to any other Executive Officer or to any Director.

## **ARTICLE XII. INDEMNIFICATION OF EXECUTIVE OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; INSURANCE**

### **Section 12.01 Indemnification; Actions Not Brought by CRPU**

The CRPU may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the CRPU, by reason of the fact that he or she is or was a Director, Executive Officer, employee or agent of the CRPU, or is or was serving at the request of the CRPU as a director, Executive Officer, employee or agent of another CRPU, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or

proceeding if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the CRPU, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the CRPU, and that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful.

### **Section 12.02 Indemnification; Actions Brought by CRPU**

The CRPU may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the CRPU to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Executive Officer, employee or agent of the CRPU, or is or was serving at the request of the CRPU as a director, Executive Officer, employee or agent of another CRPU, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the CRPU, action or suit if he or she acted in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the CRPU, but no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the CRPU unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

### **Section 12.03 Indemnification of Expenses**

To the extent that a Director, Executive Officer, employee or agent of the CRPU has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 12.01 and 12.02, or in defense of any claim, issue or matter therein, he or she shall be indemnified by the CRPU against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with such defense.

#### **Section 12.04 Determination of Right to Indemnification**

Any indemnification under Sections 12.01 and 12.02, unless ordered by a court, shall be made by the CRPU only as authorized in the specific case upon a determination that indemnification of the Director, Executive Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 12.01 and 12.02. Such determination shall be made:

- a. By the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such act, suit or proceeding;
- b. If such a quorum of disinterested Directors so orders, by independent legal counsel in a written opinion; or
- c. If such a quorum of disinterested Directors cannot be obtained, by independent legal counsel in a written opinion.

#### **Section 12.05 Advance for Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the CRPU in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Executive Officer, employee or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the CRPU as authorized in this section.

Expenses referred to in S.12.03 and this section shall be determined in accordance with a fee schedule established by the Executive Committee in its sole discretion.

#### **Section 12.06 Other Rights; Continuation of Indemnification**

The indemnification provided by this section:

- a. Does not exclude any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; and as a Director or member.
- b. Shall continue as to a person who has ceased to be a Director, Executive Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **Section 12.07 Insurance**

The CRPU may purchase and maintain insurance on behalf of any person who is or was a Director, Executive Officer, employee or agent of the CRPU, or is or was serving at the request of the CRPU as a director, Executive Officer, employee or agent of another CRPU, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the CRPU would have the power to indemnify him against such liability under the provisions of this section.

## **ARTICLE XIII. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS**

### **Section 13.01 Contracts**

The Board of Directors may authorize any Executive Officer or agent of the CRPU, in addition to the Executive Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CRPU, and such authority may be general or confined to specific instances.

### **Section 13.02 Deposits**

All funds of the CRPU shall be deposited from time to time to the credit of the CRPU in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 13.03 Gifts**

The Board of Directors may accept on behalf of the CRPU any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the CRPU. The Board of Directors may vary the use to which a specific contribution, gift, bequest, or devise is requested by the donor to be used if such use becomes impossible, unnecessary, impractical or contrary to the best interests of the CRPU.

## **ARTICLE XIV. MISCELLANEOUS**

### **Section 14.01 Books and Records**

The CRPU shall keep correct and complete books and records of accounts, and the minutes of the proceedings of the Board of Directors. Copies of the minutes of the Board of Directors shall be regularly distributed to each Director. The books and records of accounts, and the records of the actions of proceedings of the Board of Directors shall be open to inspection upon the written demand of any Director, or Member at any reasonable time.

### **Section 14.02 Fiscal Year**

The fiscal year of the CRPU shall be September 1 each year unless otherwise determined by resolution of the Board of Directors.

**Section 14.03 Financial Report**

An annual audited financial report of the CRPU for the preceding fiscal year shall be presented at each annual meeting of the members by the Board of Directors.

**Section 14.04 Loans to Executive Officers and Directors Prohibited**

The CRPU shall make no loans to its Executive Officers or Directors. The Directors of the CRPU who vote for or assent to the making of a loan to an Executive Officer or Director of the CRPU, and any Executive Officer or Executive Officers participating in the making of such loan, shall be jointly and severally liable to the CRPU for the amount of such loan until the repayment thereof.

**Section 14.05 Additional Organizations**

The Board of Directors may authorize the formation of such auxiliary organizations as would in the opinion of the Board of Directors assist in the fulfillment of the purposes of the CRPU.

**Section 14.06 Rules**

The Board of Directors may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the CRPU and the governance of its Executive Officers, agents, committees and employees.

**Section 14.07 Captions**

The captions used herein are for convenience only and are not a part of these Bylaws and do not in any way limit or amplify the scope or intent of the terms and provisions hereof.

**ARTICLE XV. AMENDMENTS TO BY-LAW**

**Section 15.01 Amendments to this By-Law**

Amendments to this By-Law may be passed, amended or repealed at any general meeting of the CRPU if twenty (20) members of the membership are present, subject to due notice having been given as hereinafter set forth.

Notice of any proposed amendment, repeal or enactment to or of a By-Law shall be given, in writing, by an active member, to the Secretary at least thirty (30) days prior to the meeting at which time such change is to be voted on by resolution adopted by a two-thirds (2/3) vote of those active members in attendance.

The Secretary must circulate such notification in writing to the membership, no less than one week prior to the meeting.

**Section 15.02 Amendments to Additional By-Laws and Rules**

The BOD may create additional by-laws and rules as needed to regulate the sport of racing pigeons in Canada.

ENACTED this ..... day of ....., 20.....

WITNESS the seal of the CRPU.

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President

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Secretary