



Tellico Village Bocce Club Inc.

Corporate BY-LAWs

Adopted: (not yet adopted)

Amended:

Tellico Village Bocce Club By-Laws

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Tellico Village Bocce Club. Wherever the word corporation appears in this document, the word “Corporation” means the Tellico Village Bocce Club Inc. The club is Not-for-Profit and It’s purpose is for the community to enjoy the sport of Bocce and using any profits to donate back to the community and local charities.

1.2 Definitions - The following terms have these meanings in these By-laws:

- a) *Act* – the Not-for-Profit Corporations Act, 2010, and where the context requires it, includes the regulations made under it, as amended and re-enacted from time to time.
- b) *AGM* – Annual General Meeting
- c) *Auditor* – an individual appointed by the Members 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 in accordance with the Act.
- d) *Board* – the Board of Directors of the Corporation.
- e) *Corporation* – the Tellico Village Bocce Club.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- j) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.
- k) *Life membership* – a member who has paid a one-time lifetime membership fee and is in good standing pursuant to the Lifetime Member Guide located on website.
- l) *Bocce Club Player* – a lifetime member who is on an active bocce team league, pursuant to the annual league play policy.
- m) *Tennessee Nonprofit Corporation Act* in: Tennessee Code Annotated (TCA) Title 48, Chapters 51–68. When using Act in the document it refers to TCA Title 48.

- 1.3 Registered Office – The registered office of the Corporation is located at ??? What Street, Tellico Village, TN 37774.
- 1.3.1 Corporate Seal - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.3.2 No Gain for Members – The Corporation will be carried on without the purpose of gain for its members or directors and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.3.3 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 objects of the Corporation.
- 1.3.4 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.3.5 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.

ARTICLE II. OBJECTS

- 2.1 The objects of the Corporation shall be:
- a) To foster, promote and develop the sport of Bocce within Tellico Village.
 - b) To foster, promote and maintain cordial relations with all the groups of our community.
 - c) To foster, encourage and promote an atmosphere of fair play, honesty and respect among all members and guests.

ARTICLE III MEMBERSHIP

The Corporation shall have one class of Members, which shall be entitled to vote subject to these Bylaws.

Admission and Renewal of Member

- 3.2 Admission of Members – Members shall consist of those individuals who:
- a) Have paid dues as prescribed by the Board.
 - b) Agreed to uphold and comply with the Corporation’s governing documents.
 - c) Meets the applicable definition of Bocce Club Play listed in Section 1.2(k) of these By-Laws, and any other condition of membership as may be determined by the Board from time to time.

Membership Dues

- 3.3 Dues – Membership dues will be determined annually by the Board.

Transfer, Suspension, and Termination of Membership

- 3.4 Transfer – Membership in the Corporation is non-transferable.

- 3.5 Suspension – A Member may be suspended, pending the outcome of a disciplinary hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

- 3.6 Termination – Membership in the Corporation will terminate immediately upon:
- a) The Member fails to maintain any of the qualifications or conditions of membership described in **Section 3.2 of these By-laws**.
 - b) Resignation by the Member by giving written notice to the Corporation.
 - c) A decision made by the Board in accordance with the Corporation’s applicable discipline policies.
 - d) Dissolution of the Corporation.
 - e) The Member’s death.
 - f) By Ordinary Resolution of the Board or of the Members at a duly called meeting, fifteen (15) days’ notice is given, and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

- 3.7 Discipline – A Member may be disciplined in accordance with the Corporation’s policies and procedures relating to the discipline of Members.

Good Standing

- 3.8 Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a member.
- b) Has not been suspended or expelled from membership or had other membership

restrictions or sanctions imposed.

- c) Is a member in good standing of the Tellico Village Wellness Center.
- d) Has completed and remitted all documents as required by the Corporation.
- e) Has complied with the By-laws, policies, and rules of the Corporation.
- f) It is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- g) Has paid all monies owed to the Corporation.

3.9 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:

- a) To serve as a director or Officer of the Corporation.
- b) To be a member of a Committee of the Corporation.
- c) To attend, participate, and vote at meetings of the Members.
- d) To participate in the Corporation's activities.
- e) To participate in other events associated with the Corporation.
- f) The ability to use courts when not in use.

3.10 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the State of Tennessee. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

4.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

4.3 Notice - Written or electronic notice of the date of the Annual Meeting of the Members

will be given to all Members in good standing, Directors, and the Auditor (or the person who has been appointed to conduct a review engagement, if any) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. The notice will contain, on a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

- 4.4 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 4.5 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 4.6 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 4.7 Quorum – Forty (40) or a minimum of ten percent (10%) of voting Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the present members may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 4.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 4.9 Agenda – The agenda for the Annual Meeting may include:
- a) Call to order
 - b) Moment of Silence for deceased members
 - c) Establishment of quorum
 - d) Appointment of scrutineers
 - e) Approval of the agenda
 - f) Approval of minutes of the previous Annual Meeting
 - g) Presentation of reports

- h) Report on Auditors (if any)
- i) Appointment of Auditors (if any)
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

4.10 Scrutineers – At the beginning of each meeting, the Board may appoint two or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

4.11 Adjournments - With the majority consent of the Members present and a quorum is ascertained, the Members may adjourn a meeting of Members, and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any ~~business may be brought before or dealt with at any adjourned meeting which might~~ have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Attendance - The only people entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting, or with the approval of the Board, or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members

4.13 Voting Rights

- a) Each Member in good standings will have one vote.

4.14 Eligibility of Votes – On a specific date, the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) days prior to the meeting.

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

4.16 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the President of the Corporation (or designate) shall cast the deciding vote.

ARTICLE V GOVERNANCE

Composition of the Board

5.1 Directors – The Board will consist of Five (5) Directors.

5.2 Composition of the Board

a) The Board will consist of Five (5) Directors

Eligibility of Directors

5.3 Eligibility – To be eligible for election as a director, an individual must:

- a) Must have been a member of the club and in good standing for one (1) year.
- b) Must be an individual.
- b) Be nineteen (19) years of age or older.
- c) Not have subject to a Conservator or Guardianship or otherwise be determined to be incapable of managing property.
- d) Have not been declared incapable by a court in the state of Tennessee, the United States or in another country.
- e) Not having the status of bankrupt.

Election of Directors

5.4 Nominations Committee – The Board will appoint non-Board members to form a Nominations Committee. The Nominations Committee will be responsible for soliciting and receiving nominations for the election of the Directors at least 30 days in advance of the AGM.

5.5 Nominations - Any nomination of an individual for election as a director will:

- a) Include the written consent of the nominee by signed or electronic signature.
- b) Comply with the procedures established by the Nominations Committee.
- c) Be submitted to the Registered Office of the Corporation seven (7) business days prior to the Annual Meeting. This timeline may be extended by the Ordinary Resolution of the Board.

5.6 Incumbents– Current Directors wishing to be re-elected are not subject to nomination but must notify the Nomination Committee of their interest in re-election seven (7) days prior to the Annual Meeting.

5.7 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

5.8 Election – The Directors at large will be elected at alternate Annual Meetings in accordance with Appendix 1. **See Appendix 1 – for explanation of 2 + 2 + 3 staggered terms.** At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

5.9 Directors Elections

Elections for Directors positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution cannot be acclaimed under the Act. Must be elected/confirmed by membership.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

5.10 Terms - Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. There is a limit of 2 consecutive terms before seeking re-election for an officer position.

Resignation and Removal of Directors

5.11 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When 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.

5.12 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a director.
- b) The Director resigns.
- c) The Director is found to be incapable of managing property by a court or under Ontario law.
- d) The Director is found by a court to be of unsound mind.
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent.

f) The Director dies.

5.13 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. Any such decision must be upheld by a simple majority vote cast at the meeting (50% plus 1).

Filling a Vacancy on the Board

5.14 Vacancy - When the position of director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting.

Meetings of the Board

5.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors.

5.16 Chair – The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

5.17 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

5.18 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

5.19 Number of Meetings – The Board will hold at least ten (10) meetings per year.

5.20 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

5.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

5.22 No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

5.23 In-Camera Meetings – The Board may, by Ordinary Resolution, hold Board meetings in the following situations:

- a) Discipline of any Director or Member.
- b) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation.
- c) Recruitment and employment of personnel.
- d) Acquisition of property or other contractual arrangements.
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

5.24 Closed Meetings – Meetings of the Board will be closed to Members and the public except through an invitation by the Board.

5.25 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

5.26 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation, including adherence to the Conflict-of-Interest policy; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

5.27 Powers of the Corporation – 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.

5.28 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to the discipline of Members and have the authority to discipline Members in accordance with such policies and procedures.
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures.
- d) Employ or engage under contract such people as it deems necessary to carry out the

work of the Corporation.

- e) Determine registration procedures, recommend membership dues, and determine other registration requirements.
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation.
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation.
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws.
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE VI OFFICERS

6.1 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Vice President, Secretary, and Treasurer. They shall take office immediately.

6.2 Term – The term of the Officers will be three (3) year or until their successors are elected or appointed.

6.3 Voting – Election for Board positions will be decided by majority vote of the Board of Directors in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required. *After the second run off the position will be determined by names drawn from a hat.*

6.4 Duties - The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties

as may from time to time be established by the Board.

- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and will perform such other duties as may from time to time be established by the Board.

~~6.5 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation.~~

6.6 Multiple Positions – At the discretion of the Board, the positions of secretary and treasurer may be combined. This will be confirmed by the Ordinary Resolution of the Board.

6.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a director will automatically and simultaneously be terminated.

6.8 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President, and the Board may appoint a replacement for the position of Vice-President from among the Directors.

ARTICLE VII COMMITTEES

7.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of

committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

7.2 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

7.3 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.

7.4 Removal - The Board may remove any member of any Committee.

7.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be January 1st to December 31st.

8.2 Bank - The banking business of the Corporation will be conducted at such a financial institution as the Board may determine.

8.3 Auditors - At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of 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, member of the club, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

- a) Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Financial Statements will be provided to any Members requesting a copy not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - b) The financial statements
 - c) The auditor’s report
 - d) Any further information respecting the financial position of the Corporation

8.4 Books and Records - The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-laws.
- b) The minutes of meetings of the Members and of any committee of Members.
- c) The resolutions of the Members and of any committee of Members.
- d) The minutes of meetings of the Directors or any committee of Directors.
- e) The resolutions of the Directors and of any committee of Directors.
- f) A register of Directors.
- g) A register of Officers.
- h) A register of Members.
- i) Account records are adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct the person or person(s) by whom any particular instrument or class of instruments may or will be signed.

8.6 High Value Contracts – All financial instruments and contracts with a value larger than \$3,000 must be signed by members with signing authority.

8.7 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.

8.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

8.9 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

8.10 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for

reimbursement of expenses as approved by the Board.

This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase, provided the Director or member of a committee shall make the disclosure required by the Act.

Conflict of Interest

8.11 Conflict of Interest – 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 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 absent themselves from the meeting, 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.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – These By-laws may only be amended, revised, repealed or added to:

- i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
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- ii. By a member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

9.2 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE X NOTICE

10.1 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 individual, Director, Officer, or Member, as applicable.

10.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

10.3 Error in Notice - The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – The Corporation may be dissolved in accordance with the Act

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

12.2 Will Not Indemnify - The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance - The Corporation will always maintain in force such Directors and Officers liability insurance.

ARTICLE XIII FUNDAMENTAL CHANGES

13.1 Fundamental Changes – Under the jurisdiction of the Act a Special Resolution of all Members is required to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name.
- b) Add, change or remove any restriction on the activities that the Corporation may carry out.
- c) Create a new category of Members.
- d) Change the conditions required for being a member.
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category.
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category.
- g) Add, change or remove a provision respecting the transfer of membership.
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors.
- i) Change the purposes of the corporation.

- j) Change to whom the property remains on liquidation after the discharge of any liabilities of the Corporation is to be distributed.
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members.
- l) Change the method of voting by Members not in attendance at a meeting of the Members.
- m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIV ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on DATE.

14.2 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.

Appendix 1 Succession Planning

Y1	Y2	Y3
Director 1	Director 1	Director 1 – New
Director 2	Director 2	Director 2 – New
Director 3	Director 3	Director 3 – New
Director 4	Director 4 – New	Director 4
Director 5	Director 5 – New	Director 5
Director 6 – New	Director 6	Director 6
Director 7 – New	Director 7	Director 7

Effective Date

These By-Laws of the Corporation have been approved by membership at a special meeting on the ____ day of _____ 2026.

Signed Date: mm/dd/yyyy

First Last TVBC President

First Last TVBC Vice President