

BYLAW #4/10 - DIRECTORS AND OFFICERS (AMENDED)

The **BOARD** of the **SAGEHILL COMMUNITY FUTURES DEVELOPMENT CORPORATION(SCFDC)**, in the Province of Saskatchewan, enacts as follows:

1. DIRECTORS

- a) A Director must be:
 - i. a member, in good standing, of the SCFDC.

2. BOARD

- a) The Corporation shall be managed and operated on behalf of the membership by a Board of Directors.
- b) The Board of Directors will have seven (7) seats including a Chairperson, a Vice Chairperson and five (5) Directors.

3. TERM OF OFFICE

- a) The Board of Directors shall be elected annually by the membership of the Corporation at the Annual General Meeting.
- b) Each member elected to the board will be elected to a two (2) year term;
- c) The newly elected directors shall take office at the close of the business session at which they are elected.
- d) The Chairperson of the Board of Directors will be elected, annually, by the Board of Directors, at the first meeting of the Board after the Annual General Meeting.
- e) The Vice Chairperson of the Board of Directors will be elected, annually, by the Board of Directors, at the first meeting of the Board after the Annual General Meeting.
- f) A member may hold three (3) consecutive 2 year terms at which time a minimum one (1) year leave must be taken.
- g) A director ceases to hold office when the:
 - i. member dies;
 - ii. member resigns as a Director of the Corporation;
 - iii. membership of the director, in the Corporation, is cancelled or terminated;
 - iv. member becomes disqualified as per section 89 (1) of the Non Profit Corporation Act;
- h) Should a vacancy deemed to have occurred, the Directors, or members in general meeting, may fill any vacancy among the Directors by appointing a director to hold office for the un-expired term of the director whom he is replacing unless the vacancy brings the total number of Directors to less than six (6).
- i) Should a vacancy bring the total number of Directors to less than six (6) a by-election will be held:
 - i. at a duly authorized meeting of the members called within forty-five (45) calendar days of the vacancy being declared.
 - ii. at the Annual General Meeting, should that meeting fall within the forty-five (45) calendar day schedule outlined in (a) above.
- j) The Corporation may, by ordinary resolution, at a meeting of members called for the purposes, remove any director or directors from office.

4. NOMINATIONS AND ELECTIONS

- a) At the Annual General Meeting a slate of names shall be presented by the Nominating Committee.
- b) It will be the responsibility of the CEO of the Corporation, prior to the Annual General Meeting, to determine eligibility of the members seeking election to the Board.
- c) Nominations will be accepted from the floor at the Annual General Meeting.
- d) In the case of a tie vote, the election shall be conducted and concluded by draw.

5. REMUNERATION

- a) No director shall receive remuneration, unless authorized by resolution of the membership at a meeting of the members, but shall be paid the expenses incurred in connection with their service to the Corporation in accordance with rates established and approved by the Corporation in annual budget allocations.
- b) Chairpersons of Committees and others that are requested by the Corporation to attend Board, regular or special meetings, shall receive no remuneration, but, shall be paid the expenses incurred in connection with their service to the Corporation in accordance with rates established and approved by the Corporation in annual budget allocations.

6. COMMITTEES

- a) The Board may appoint or dissolve, from time to time, such standing and/or ad-hoc committees as they deem necessary to carry on effectively the affairs of the Corporation.
- b) The Board will appoint the member who will serve in the position of Chairperson of each Committee.
- c) The CEO of the Corporation or his designate will fulfil the obligations of recorder for each Committee.
- d) An individual, who is not a member, may be appointed to a Committee of the Corporation for special purpose; however, the number of Committee members that do not hold membership in the Corporation may not exceed the number of members in good standing.
- e) Each committee shall have a term of reference, approved by the Board, and shall be governed by the said terms of reference.
- f) A quorum for all Corporation Committees is one half plus one.
- g) All Corporation Committees shall be committees of the Board.

THIS BYLAW WAS READ A THIRD AND FINAL TIME ON THE 8TH DAY OF June 2010.

THIS BYLAW WAS ACCEPTED BY THE SIMPLE MAJORITY OF THE MEMBERS OF THE SAGEHILL COMMUNITY FUTURES DEVELOPMENT CORPORATION AT THE ANNUAL GENERAL MEETING HELD ON THE 16th DAY OF JUNE 2010.