

Bylaws of the Saskatchewan Sports Hall of Fame and Museum, Incorporated (revised 2022)

ARTICLE 1: ORGANIZATION

- 1.1 The legal name of the organization is the Saskatchewan Sports Hall of Fame and Museum, Incorporated (hereinafter referred to as “the Hall”).
- 1.2 The Hall is a not-for-profit company, incorporated and operating in accordance with *The Non-profit Corporations Act, 1995* (Saskatchewan) (the “Act”).
- 1.3 The Hall is a member of Sask Sport Inc. and, as such, supports the mandate of Sask Sport Inc. and complies with its funding and policy frameworks pertaining to members.

ARTICLE 2: PURPOSE & OBJECTIVES

- 2.1 The key purposes of the Hall are twofold:
 - (i) To honour and recognize outstanding sport-related achievements of people with material ties to Saskatchewan; and
 - (ii) To capture, interpret and disseminate significant events in the sport history of Saskatchewan.
- 2.2 To accomplish its purposes, specific and complementary objectives of the Hall include:
 - (i) To honour and celebrate excellence in sport accomplished by athletes, sport builders and/or teams with material ties to Saskatchewan;
 - (ii) To collect, preserve, and interpret knowledge, narratives and artifacts significant to sport in Saskatchewan;
 - (iii) To promote interest in and understanding of sport excellence and history in Saskatchewan; and
 - (iv) To engage and work with Hall inductees, visitors, communities and sport organizations throughout Saskatchewan and beyond.

ARTICLE 3: MEMBERSHIP

- 3.1 Members contribute to the governing of the Hall and exercise voting privileges.
- 3.2 Members of the Hall may include the following:
 - (i) Provincial Sport Governing Bodies;

- (ii) Satellite sports halls of fame and sport museums in Saskatchewan;
 - (iii) Current members of the Board of the Hall;
 - (iv) Past Board members of the Hall who completed at least one (1) term while serving on the Board within the previous five (5) year time period;
 - (v) Individuals, families or corporations with three (3) years of paid dues in the Hall in the most recent four (4) years;
 - (vi) Inductees to the Hall who receive a complimentary membership with voting privileges in the year of induction; paid dues are required thereafter to retain voting privileges in any given year.
- 3.3 Each voting member must be in good standing with the Hall and exercises one (1) vote, to be executed by the individual member, or by a staff or Board member or designated individual representing an organization, family, corporation, or team inductee.
- 3.4 Annual dues are determined by the Board of Directors and are not prorated or refundable.
- 3.5 A member or inductee may be expelled from the Hall by a vote of at least two-thirds of the full Board of Directors then in office. The Board shall send written notice to such a member or inductee and that member or inductee shall be afforded the opportunity to address concerns.
- 3.6 Expulsion of an inductee will result in the removal of all the inductee's photographs and artifacts from the Hall gallery and the individual's name will be struck from the cumulative list of inductees.

ARTICLE 4: MEETINGS OF THE MEMBERSHIP

- 4.1 Meetings of the full voting membership of the Hall consist of the Annual General Meeting ("AGM") and additional Special Meetings, as required. Special business can be addressed in combination with the AGM.
- 4.2 The AGM of the Hall shall be called within three (3) months following the end of each fiscal year. Special meetings as deemed necessary may be convened by the Chair of the Board of Directors of the Hall or upon a written request of a minimum of ten (10) voting members.
- 4.3 Notice of the AGM and any special meetings shall be delivered or mailed to each voting member not less than fifteen (15) days before the meeting is to take place.
- 4.4 Seven (7) members shall constitute a quorum at the AGM and any special meetings of the voting members. If the number of voting members is reduced mid-meeting and falls below seven (7), the voting members present will represent quorum for the remainder of the meeting. If within half an hour from the time appointed for the meeting a quorum is

not present, the meeting shall stand adjourned for seven (7) days at the same time and place and those present at the adjourned meeting shall constitute quorum.

- 4.5 Meetings of the voting members may be held in-person or by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and exercise their voting rights.
- 4.6 Each member has one (1) vote. Voting shall be by show of hands at in-person meetings except where a ballot is requested by at least one (1) member. Votes by proxy are not permitted. Electronic votes are permissible.

ARTICLE 5: BOARD OF DIRECTORS

- 5.1 The Board of Directors of the Hall (hereinafter sometimes referred to as “the Board”) is intended to be a policy governing board and perform its fiduciary responsibility within its means:
- (i) Serving the best interests of the Hall;
 - (ii) Identifying the mission, goals and strategic priorities of the Hall;
 - (iii) Establishing policies and procedures;
 - (iv) Providing proper financial oversight and ensuring adequate resources for all operations of the Hall;
 - (v) Hiring, supervising and terminating, as necessary the Executive Director of the Hall;
 - (vi) Ensuring effective organizational and Board development, performance and planning;
 - (vii) Enhancing the Hall’s public standing and profile;
 - (viii) Establishing the selection criteria and nomination and selection processes of nominees for each installation of the Hall; and
 - (ix) Ensuring legal and ethical integrity and accountability in all Hall operations.
- 5.2 The Board is to be comprised of a minimum of nine (9) and maximum of fourteen (14) Directors.
- 5.3 The Board endeavors to meet a minimum of four (4) times per year. Meetings may be held in-person or by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and exercise their voting rights. A simple majority of the Board constitutes

quorum. Directors are expected to attend all meetings of the Board and the AGM.

- 5.4 Notice of meetings shall generally be provided to the Board at least seven (7) days prior to the date of the meeting. The Board of Directors may meet at any time, as needed or requested in writing by three (3) Directors, without the 7-day notice.
- 5.5 Directors are elected for a three (3) year term, renewable twice upon re-election. Upon completion of all three terms, no Director shall serve a fourth term until after at least a one-year hiatus from the Board.
- 5.6 In the event of a vacancy mid-term for any reason, the Board may appoint a replacement and the three-year term for this Director, if elected by the members, begins at the next AGM.
- 5.7 A vacancy on the Board will occur if a Director ceases to hold office as per the Act.
- 5.8 The Chair, acting in good faith, may request any Director to resign if their actions are contrary to the best interests of the Hall.
- 5.9 A Director may be removed from the Board by voting members at the AGM or a Special Meeting convened for that purpose.
- 5.10 The Board of Directors shall serve without remuneration.

ARTICLE 6: OFFICERS

- 6.1 The Officers of the Hall consist of the Chair, Vice-Chair, and Treasurer. The Board may appoint additional officers from time to time as it deems appropriate.
- 6.2 The officers are appointed by the Board of Directors from the members of the Board at the first meeting of the new Board of Directors following the AGM.
- 6.3 The term of each officer position is generally one, two (2) year term, renewable annually thereafter.
- 6.4 Officers have all powers and authority corresponding to their respective position; the Board may add to or limit the duties of any officer, as needed.
- 6.5 The Chair of the Hall provides leadership in accomplishing the objectives and strategic priorities of the Hall; a minimum of one-year experience on the Board of the Hall is preferred as requisite for the Chair.
- 6.6 Upon completion of their term as Chair and as agreeable by both the outgoing Chair and the Board, the outgoing Chair may serve in an advisory capacity (without voting rights) as Past-Chair for up to two (2) years, during which time they may attend Board meetings.
- 6.7 The Vice-Chair of the Hall performs any or all the Chair's duties at the Chair's request or if the Chair is absent or unable to perform their duties.

- 6.8 The Treasurer of the Hall provides leadership in fiscal management of the Hall and ensures full and accurate accounts of the receipts and disbursements of the Hall are maintained.
- 6.9 In the event of a vacancy mid-term with respect to officer positions:
- (i) If the Chair role becomes vacant, the Vice-Chair assumes the role of Chair for the remainder of the Chair's term, if ratified by the Board, and a new Vice-Chair is selected at the next meeting of the Board. If the Vice-Chair does not wish to assume the role of Chair, for whatever reason, an election will be called.
 - (ii) If the Treasurer position becomes vacant, given the requisite qualifications of this officer, the Board may appoint from within the current board members or recruit to fulfil this position.
- 6.10 Officers may be removed from their officer position by the Board, with or without cause, as deemed necessary.

ARTICLE 7: DELEGATION OF RESPONSIBILITIES

- 7.1 The Board may delegate responsibilities to standing and/or ad hoc committees or individuals, as permitted by the Act.
- 7.2 Committees will generally be chaired or co-chaired by a member of the Board; ad hoc committees may be chaired by an individual approved by the Board. All chairs of committees are appointed by the Board.
- 7.3 Unless otherwise specified, committee recruitment of members with requisite skills and expertise is the responsibility of its chairperson and may be subject to approval of the Board.
- 7.4 Committees and individuals having designated responsibilities must keep written records of activities and report regularly to the Board. Furthermore, all decisions of committees are subject to ratification of the Board at the next regularly scheduled Board meeting.
- 7.5 In the event there is an investigation or dispute that involves the Board, the Board will appoint an independent chair.

ARTICLE 8: ADMINISTRATIVE AND FINANCIAL MATTERS

- 8.1 The Hall utilizes an engraved seal bearing upon its face the words "SASKATCHEWAN SPORTS HALL OF FAME AND MUSEUM, INCORPORATED." The seal of the Hall is in

the custody of the Executive Director and, all papers or documents required to be sealed on behalf of the Hall are sealed in the presence of persons designated by the Board.

- 8.2 Any two of the following shall be authorized signatories on Hall administrative and financial documents requiring a signature: Chair, Vice-Chair, Treasurer, and Executive Director; one or more additional Directors may be designated as signatories, as needed.
- 8.3 The accounts of the Hall shall be audited annually by an auditor appointed at the AGM.

ARTICLE 9: AMENDMENTS TO THE BYLAWS

- 9.1 A voting member may propose amendments to the Bylaws by submitting them in writing to the Board of Directors at least thirty (30) days in advance of an AGM.
- 9.2 Amendments require agreement by a simple majority of voting members present at an AGM.
- 9.3 The thirty (30) day notice provision does not apply to amendments to the proposed amendments which arise at the AGM, which do not change the intent of the original motion, if a simple majority of those present and voting are in agreement.

ARTICLE 10: DISSOLUTION

- 10.1 Subject to the Act, upon dissolution of the Hall its properties and assets shall, after the payment of all liabilities, be donated for such charitable or educational purposes as may be decided by the Hall at an AGM, and only to qualified donees described in subsection 149.1(1) of the *Income Tax Act* (Canada) and in accordance with the requirements of the Charities Directorate, Canada Revenue Agency.