

**AMENDED AND RESTATED  
BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of Pheasants Forever Canada, Inc.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Pheasants Forever Canada, Inc. (hereinafter called the "**Corporation**") as follows:

**DEFINITIONS**

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:
  - (a) "**Act**" means the *Canada Corporations Act*, Revised Statutes of Canada 1970, c. C-32, as from time to time amended, and every statute that may be substituted therefor and in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
  - (b) "**by-law**" means any by-laws of the Corporation from time to time in force and effect;
  - (c) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
  - (d) words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
  - (e) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
2. **Membership.** Membership in the Corporation shall be open to all Canadian Chapters or persons who pay annual dues to the Corporation.
3. **Classes:** There shall be the following classes of members:
  - (a) Canadian Chapter
  - (b) Associate

- (c) Rooster Booster
- (d) Magnum
- (e) Sponsor
- (f) Life
- (g) Such other classes as may be determined by the Board.

The classes of membership and the dues for each class shall be determined from time to time at the discretion of the directors. Only Canadian Chapter members shall be entitled to vote at an annual or special meeting of Members.

4. **Transfer of Memberships.** Membership in the Corporation is not transferable or assignable.
5. **Resignation from Membership.** Any member may resign from membership in the Corporation upon notice in writing thereof received by the Secretary of the Corporation, but such resignation will not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accrued and unpaid at the time of resignation.
6. **Termination of Membership.** Any member delinquent in dues for a period of six months shall be removed from the membership rolls of the Corporation. The Board of Directors may, by a majority vote of those present at any regularly constituted board meeting, terminate the membership of any member.
7. **Reinstatement after Resignation or Termination.** Upon written request from a former member, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member upon such terms and conditions as the Board of Directors may deem appropriate.

#### MEETINGS OF MEMBERS

8. **Annual Meetings.** The annual meeting of the members required by section 102 of the Act shall be held at any place within Canada, on such day in each year and at such time as the directors may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation and the auditor's report thereon as required by the Act, and such other information or reports relating to the Corporation's affairs as the directors may determine.
9. **Quorum.** At any meeting of members, at which 25% of the members of the Corporation are present, there shall constitute a quorum for the transaction of business.
10. **Requisition of Meetings.** Other members meetings, whether general or special, may be convened by order of the Board of Directors or at the request of at least 2 voting members.

11. **Voting.** All members entitled to vote may vote in person or by proxy. Any member may appoint a proxy to vote or otherwise act for the member. A proxy shall be in written form and personally signed by the member or his/her attorney authorized in writing and such proxy, unless otherwise required by applicable law, be subject to the following conditions:
- (a) The proxy may appoint any person of full legal capacity to be proxy holder and such appointee need be a member.
  - (b) any appointment of proxy shall be effective for a period of eleven (11) months unless a different period is expressly provided in the appointment form, provided, however, that a proxy is not valid for more than one (1) year from its date of execution.
  - (c) any appointment of proxy is revocable by the member by (i) attending the annual meeting and voting in person or (ii) signing and delivering to the officer or agent authorized to tabulate proxy votes a writing stating that the appointment of proxy is revoked or a later appointment form.
  - (d) the death or incapacity of the member appointing the proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the officer or agent authorized to tabulate the votes before the proxy is exercised.
  - (e) A form of proxy or a reminder of the right to use proxy shall be attached to the notice of meeting going to all members.

### **DIRECTORS**

12. **Number and powers.** The affairs of the Corporation shall be managed by a Board of Directors (hereinafter known as the "**Board of Directors**"). The directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the letters patent or the by-laws of the Corporation or by statute expressly prohibited or directed or required to be done by the Corporation at a meeting of members.
13. **Director Disqualification.** The following persons are disqualified from being on the Board of Directors of the Corporation:
- (a) Anyone less than 18 years of age;
  - (b) Anyone who has been judicially found to be of unsound mind;
  - (c) Anyone who is not an individual;
  - (d) Anyone who has the status of bankrupt; and,
  - (e) Anyone without the power under law to contract.

14. **Number, Tenure, and Qualifications.**

- (a) The Board of Directors shall be composed of not less than five and not more than 11 members up to 10 of whom shall be elected at the Corporation's annual general meeting. In addition, one director shall be appointed by the Board of Directors of Pheasants Forever Inc., a non-profit corporation organized and existing under the laws of the State of Minnesota, United States of America. From their midst, the directors shall choose a Chairman of the Board, Vice Chairman, Secretary, Treasurer, and such other officers as the board shall determine from time to time, and may choose an Executive Director.
- (b) The Chairman shall serve for a three (3) year term; the Vice Chairman, Treasurer, Secretary and any other Officer shall serve for two (2) year terms or such other terms as the Board may determine; all other Directors shall serve, initially, for a term of one (1) or two (2) years with half of the board elected for one (1) and half for two (2) year terms. In 2007 and subsequently, half of the board will be elected each year for a two (2) year term. Nothing herein shall be construed to limit the ability of directors to serve consecutive or successive terms. Each director so elected or appointed shall hold office for the term elected or appointed or until his death, resignation, removal or other expiration or termination provided by applicable law or the by-laws of this Corporation.

15. **Annual Meetings.** The Board of Directors shall hold annual meetings at a place and time designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, at any place within or without Canada, for the holding of meetings of the Board of Directors without other notice than such resolution. All classes of members are entitled to attend annual meetings, however, only duly authorized Canadian Chapter delegates shall be entitled to vote on matters coming before the meeting.

16. **Special Meetings.** Special meetings of the Board of Directors shall be held at the call of the Chairman of the Board for the transacting of such business as may properly come before the meeting. Special meetings of the Board of Directors may be called by the Chairman of the Board by giving no less than ten (10) days written notice of the date, time and place of such meeting. Upon the written request of one member of the Board of Directors and one officer, the Chairman of the Board shall call a special meeting of the Board of Directors, giving written notice thereof as set forth herein. Any director may waive notice of any special meeting. Notice of any special meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered three (3) days after it has been deposited in the mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered two (2) days after the telegram is delivered to the telegraph company. 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. The business to be transacted at the meeting

need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or the by-laws.

17. **Quorum.** A meeting at which 50% of the members of the board of directors are present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
18. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the by-laws.
19. **Resignation and Removal.** Any director may at any time resign, effective either immediately or at a specified later date, by written resignation delivered to the Secretary of the Corporation. Any director may be removed as a general director, with or without cause, by the affirmative vote of a majority of all of the directors of the Corporation or by the affirmative vote of a majority of all of the members of the Corporation.
20. **Filling Vacancies.** If there is ever a vacancy in the Board of Directors due to any cause, the vacancy shall be filled by appointment of a temporary member(s) of the Board of Directors by the remaining, director or directors in accordance with the requirements of clause 10 of this by-law, even if less than a quorum; said appointed director(s) to serve for the balance of the unexpired term left by the vacancy.
21. **Financial Report.** The Board of Directors shall examine the books and records of the Treasurer of the Corporation and make its report at the annual meeting of members.
22. **Remuneration of Directors.** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may, upon resolution by the Board of Directors, be paid reasonable expenses incurred by him in the performance of his duties and further provided that nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.
23. **Executive Director.** The Board of Directors may appoint an Executive Director. The Executive Director shall perform such duties as are incident to this office, or as otherwise prescribed from time to time by the Board of Directors.
24. **Duty and Standard Care**
  - (a) Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall
    - (i) act honestly and in good faith with a view to the best interests of the Corporation, and
    - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or any officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or with which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets of or belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through the failure of the Director or officer to exercise the powers and to discharge the duties of office honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (c) A Director is not liable for any breach of duty to the Corporation if the Director relies in good faith on
  - (i) financial statements of the Corporation represented to the Director by an officer of the Corporation or in a written report of the auditor of the Corporation fairly to reflect the financial condition of the Corporation, or
  - (ii) an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by such person.
- (d) A Director or officer shall not be held liable for a breach of the duty otherwise imposed by this Section 21 if the Director or officer has, in committing the breach, acted honestly and reasonably and ought fairly to be excused from such liability, as determined by the Board, such assessment to be made with a particular view to the voluntary nature of his or her service as a Director of the Corporation, if applicable.

## 25. **Indemnification and Insurance**

- (a) Except in respect of an action by or on behalf of the Corporation or another entity to procure a judgment in its favor, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer, and a person who acts or acted at the Corporation's request as a director or officer of another entity (including a corporation, joint venture, society, trust or unincorporated association or organization) ("Another Entity") or, and his or her heirs and legal

representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative, investigative or other proceeding in which such person is involved by reason of being or having been a Director or officer of the Corporation or such other entity, if

- (i) such person acted honestly and in good faith with a view to the best interests of the Corporation, or other entity as the case may be, and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that his or her conduct was lawful.
- (b) In respect of action by or on behalf of the Corporation or Another Entity to procure a judgment in its favor, to which the Director or officer is made a party by reason of being or having been a director and/or officer of the Corporation or serving at the Corporation's request as a director or officer of Another Entity, or by reason of anything done or not done in any such capacity, the Corporation shall, indemnify and save harmless the Director or officer, and their heirs and legal representatives against all expenses actually and reasonably incurred by them in connection with such proceedings if the Director or officer fulfils the conditions set out in Section 22(a)(i) and (ii) above and the indemnity is approved by the members of the Board of Pheasants Forever Canada, Inc. other than those involved in such proceeding.
- (c) The Corporation shall advance moneys to an individual referred to in Section 22 (a) or (b) for the costs, charges and expenses of a proceeding referred to in such sections, provided that such individual shall repay the moneys if the individual does not fulfill the conditions set forth in such section.
- (d) The Corporation may enter into indemnification agreements with individual Directors or officers in the form and on terms approved by the Board.
- (e) The rights of any person to indemnification under this By-Law are not exclusive of any other rights to which any person seeking indemnification may be entitled by any agreement, vote of members or Directors, at law or otherwise, and shall continue as to a person who has ceased to be a Director or officer and will ensure to the benefit of the heirs and legal representatives of that person.
- (f) The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 22 (a) or (b) against any liability incurred by such person in their capacity as such Director or officer of the Corporation or in the individual's capacity as a director or officer of Another Entity, if the individual acts or acted in that capacity at the request of the Corporation.

## BOARD OF GOVERNORS

26. **Establishment of Board of Governors.** The directors may from time to time by resolution elect any person to serve as a member of the Board of Governors or terminate such person's membership on the Board of Governors. The Board of Governors, if any, shall serve in an advisory capacity to the directors of the Corporation and, by virtue of their expertise, training, position, resources or otherwise, shall assist the Corporation in the attainment of its objects.
27. **Resignation of Governors.** Any member of the Board of Governors may at any time resign from membership in the Board of Governors.
28. **Termination of Governors.** Any member of the Board of Governors shall cease to be a member of the Board of Governors upon a resolution to that effect being passed by the affirmative vote of two-third of the directors of the Corporation.

## OFFICERS

29. **Election and appointment.** The Board of Directors shall elect a Chairman of the Board, a Vice Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Clause 12 of these by-laws. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
30. **Remuneration and removal of officers.** The directors may fix the remuneration (if any) to be paid to officers of the Corporation. All officers, in the absence of agreement to the contrary, shall be subject to removal by the affirmative vote of the majority of all the directors of the Corporation at any time with or without cause.
31. **Delegation of duties of officers.** In the case of the absence or inability to act of any of the officers of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
32. **Chairman at the Board.** The Chairman of the Board shall preside at all meetings of the Board of Directors and shall be responsible for general supervision of all work of the Corporation. He shall appoint working committees, if any, and be an ex officio member of all committees.
33. **Vice Chairman.** The Vice Chairman shall preside in the absence of the Chairman of the Board and assist the Chairman of the Board and the Board of Directors in any other way necessary.
34. **Secretary.** The Secretary shall conduct all correspondence pertaining to his office, send out notices of meetings, and shall perform duties as the Corporation may from time to time designate. He shall maintain a suitable file containing a record of each member which contains the address, telephone number, and current information on the members

standing in the Corporation. He shall perform such other duties as are usually pertinent to this office, or as may be required of him by the Board of Directors. The Secretary shall also take and keep true and correct record of the minutes of the meetings of members and the Board of Directors; however, these duties may be delegated by the Secretary to staff members of the Corporation.

35. **Treasurer.** The Treasurer shall collect all Corporation revenues and, subject to the provisions of any resolution of the Board of Directors, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep or cause to be kept the books- of account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors. He may be required to give such bonds for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
36. **Vacancies.** If the office of the Chairman of the Board, President, any Vice-President, any Executive Director, the Treasurer or the Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may appoint an officer to fill, such vacancy.

### COMMITTEES

37. **Chairman of the Board.** The Chairman of the Board shall have authority to create and appoint committees and their chairman. The Chairman of the Board shall be an ex officio member of said committees.
38. **Responsibilities.** It shall be the function of committees to make studies and to make recommendations to the Board of Directors and to carry on such further activities as may be delegated by the Chairman of the Board or the Board of Directors.
39. **Quorum.** A majority of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
40. **Remuneration and Removal.** The Chairman of the Board may fix the remuneration (if any) to be paid to the committee or to the individual members of the committee. All members of the committee, in the absence of agreement to the contrary, shall be subject to removal by the Chairman of the Corporation at any time with or without cause.

## CANADIAN CHAPTERS

41. **"Canadian Chapter"** means a group of not less than 20, paid up associate members of Pheasants Forever Inc., located in a Canadian City or Region and authorized by Pheasants Forever Inc.
42. **Authority.** The Board of Directors may, in its discretion, recommend to Pheasants Forever Inc., the creation of Canadian Chapters and set forth the terms by which said chapters shall be associated with the corporation. Upon the authorization of a Chapter the Board of Directors shall issue a written charter in a form approved by the Board.
43. **Representation.** Each Canadian Chapter shall have the right to a single vote at the annual meeting of the corporation or any properly constituted meeting of the members. Each such Canadian Chapter shall no later than seven (7) days prior to any meeting advise the Chairman of the Board in writing of the identity of its voting delegate.
44. **Termination.** The Board of Directors may, by a majority vote of those present at any regularly constituted board meeting, recommend the revocation of the charter of any Canadian chapter. Revocation of the charter of a Canadian chapter shall not relieve the Canadian chapter of its obligation to pay to the corporation any dues, assessments, or other charges accrued and unpaid at the time of revocation. Any funds thereafter remaining in possession of the chapter shall be disposed of in accordance with guidelines as established from time to time by the Board of Directors and shall not be used in any manner inconsistent with the corporation's qualification as a tax-exempt organization under any applicable Canadian law.

## NOTICES

45. **Service.** Any notice to be given to any member, director or auditor shall be served either personally or by sending it through the post in a prepaid envelope or wrapper to such member, director or auditor addressed to him at his address as the same appears in the books of the Corporation, or if no address be given therein then addressed to the last address of such member, director or auditor known to the Secretary of the Corporation with respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.

Notice may also be given by e-mail to the last known e-mail address of the member. If such notice is returned, service shall be made in person or by being sent as specified above.

Notice of the Annual Meeting, Special Meeting or other General Meeting may be given by publication in the Pheasants Forever Journal of Upland Conservation Magazine circulated fifteen (15) days in advance of the date of the meeting, or by posting on the Corporation's website 30 days in advance of the meeting. Notice of any meeting where special business will be transacted, shall contain sufficient information to permit a member to form a reasoned judgement on the decision to be taken.

46. **Signature to Notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed, without derogating from any provision of the Act or this by-law requiring a longer period of notice, every notice sent by post shall be given at least seven (7) days in advance of the date of the meeting to which it relates.
47. **Computation of Time.** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term business days is used in this by-law, it shall mean Mondays, Tuesday, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.
48. **Proof of Service.** A certificate of the President, any Vice-President, the Treasurer or the Secretary of the Corporation or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director or auditor of the Corporation, as the case may be.

#### **CONTRACTS, CHEQUES, DEPOSITS AND FUNDS**

49. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
50. All cheques, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation as authorized by the Board of Directors.
51. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, or other depositories as the Board of Directors may select.
52. The Board of Directors may accept on behalf of the corporation any contribution, gift, or devise for the general purposes or for any special purpose of the corporation.
53. The Board of Directors shall have sole authority to disburse funds pursuant to the purposes of this corporation. Such authority may be delegated.
54. The directors may from time to time by resolution fix the location of the head office of the Corporation within the place in Canada designated as such by the Corporation's letters patent.

#### **SEAL**

55. The seal, an impression whereof is set forth below, shall be the seal of the Corporation. The seal shall be retained in the custody of the Secretary of the Corporation.

### **ENACTMENT AND AMENDMENTS OF BY-LAWS**

56. By-laws of the Corporation may be enacted, repealed or amended by a by-law enacted by a majority of the 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 favour of the By-law at a meeting of members duly called for the purpose of considering the said By-law provided that the enactment, repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained. Notice of such meeting is given at least ninety (90) days in advance of the meeting and such notice sets forth specifically the by-law or by-laws to be enacted, repealed or amended. Such notice may be waived in writing by any director.

### **AUDITORS**

57. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting of director. The auditors may not be, nor be associated with, a director, officer or employee of the Corporation or a corporation which is, affiliated with the Corporation.

### **FISCAL YEAR**

58. The fiscal year period of the Corporation shall terminate on the 30<sup>th</sup> day of June in each year, or on such other date as the directors may from time to time by resolution determine.

### **BOOKS AND RECORDS**

59. The Corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members and the Board of Directors, and shall keep, at the head office, a record giving the names and addresses of the members entitled to vote.

### **RULES OF ORDER**

60. The rules of parliamentary procedure set forth in Robert's Rules of Order shall govern all meetings of the Corporation when not in conflict with the letters patent, by-laws or applicable law, provided that a voice vote shall be taken on all questions, except when twenty percent of the active life members present at a meeting of members demand a written ballot, in which event a written ballot shall be so taken.

### **WRITTEN RESOLUTIONS**

61. Written resolutions in lieu of meetings are not acceptable.