

A by-law relating generally to the conduct of the affairs of

Icelandic National League of North America (INLNA)

(**(As last amended at Virtual AGM on May 30, 2020)**

BE IT ENACTED as a by-law of the League as follows:

1. Definition

In this by-law and all other by-laws of the League, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of in League or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the League;

"**board**" means the board of directors of the League and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the League as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the League that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. League Seal

The League may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the League shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the League may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the League to be a true copy thereof.

5. Financial Year

The financial year end of the League shall be determined by the board of directors.

6. Banking Arrangements

The banking business of the League shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the League and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

7. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the League may from time to time:

1. borrow money on the credit of the League;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the League; and
3. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the League, owned or subsequently acquired, to secure any debt obligation of the League.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the League to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the League on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the League.

8. Annual Financial Statements

The League may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the

members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the League and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

Membership Categories are:

Club/Chapter Members - 1 vote per club member

Affiliate Members - 1 vote

Associate Members - 1 vote

Individual Members - 1 vote each

Provisional Members - non-voting

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the League to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Absentee Voting at Members' Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

1. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
2. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 1. at the registered office of the League no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 2. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
3. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
4. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
5. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
6. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
7. any voting delegate must produce a document signed by the President of their club which verifies how many proxy votes they represent in addition to their own vote.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the League to change this method of voting by members not in attendance at a meeting of members.

13. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date termination of membership will be at the discretion of the Board of Directors.

14. Termination of Membership

A membership in the League is terminated when:

1. the member dies or resigns;
2. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
3. the member's term of membership expires; or
the League is liquidated and dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the League, automatically cease to exist.

16. Discipline of Members

The board shall have authority to suspend or expel any member from the League for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the League;
2. carrying out any conduct which may be detrimental to the League as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the League.

In the event that the board determines that a member should be expelled or suspended from membership in the League, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the League. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

17. Proposals Nominating Directors and Officers at Annual Members' Meetings

Amended per April 28, 2018 AGM in Edmonton, AB

Subject to the Regulations under the Act, any proposal may include Nominations for the election of Directors or Officers if the proposal is signed by not less than 5 % of members entitled to vote at the meeting at which the proposal is to be presented.

18. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if agreed to by the Board of Directors, outside Canada.

19. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the League are entitled to be present at a meeting of members. However, only those members entitled to vote at the members'

meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

20. Chair of Members' Meetings

In the event that the President and the 1st Vice-President of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

21. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

22. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

23. Participation by Electronic Means at Members' Meetings

If the League chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the League has made available for that purpose.

24. Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

25. Number of Directors

The board shall be comprised of the fixed number of directors as determined, from time to time, by a resolution of the board.

26. Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

27. Calling of Meetings of Board of Directors

Meetings of the board may be called by the President or the 1st Vice-President of the board or any two (2) directors at any time. Notice of Meeting of Board of Directors

28. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the League not less than **10** days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

29. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

30. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

31. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

32. Election of Officers

Amended per April 28, 2018 AGM in Edmonton, AB

The Board may designate the Officers of the League, who are to be elected by the members of the League from the individuals who have been nominated for their position at the Annual Meeting of the League. A Director may be elected as any Officer unless these By-Laws otherwise provide. Two or more Offices may be held by the same person.

33. Description of Offices

Amended per April 28, 2018 AGM in Edmonton, AB and May30, 2020 virtual meeting

“Unless otherwise specified by the Board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the Officers of the League shall include and have the following duties and powers associated with their positions:

1. President – The President shall be the Chief Executive Officer of the League and shall be responsible for implementing the strategic plans and policies of the League. The President shall, subject to the authority of the Board, have general supervision of the affairs of the League;
2. Past President – The Past President shall help to ensure continuity during organizational change, provide support to the President, and serve as Chair of the Nominating Committee to present a slate of nominees [Directors and Officers] to the general membership at the Annual General Meeting
3. 1st Vice-President – The 1st Vice-President shall assist the President and assume the President’s responsibilities, as required;
4. 2nd Vice-President – The 2nd Vice-President shall assist the 1st Vice-President;
5. Treasurer – The Treasurer shall have such powers and duties as the Board may specify;
6. Secretary: The secretary shall attend to, and be the secretary of, all meetings of the board as well as the Annual General Meeting and any Special Meetings of the membership. The secretary shall enter or cause to be entered in the League's minute book minutes of all proceedings at such meetings as well as the minutes of meetings of Board Committees. The taking of minutes of Committee meetings is the responsibility of the Committee chair who shall forward the minutes to the secretary on a regular basis and at least annually. The secretary shall give, or cause to be given as and when instructed to do so or as and when necessary, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of, and keep a record of, all books, papers, records, documents and other instruments belonging to the League. Such other secretarial duties as may arise from time to time.

The powers and duties of all other Officers of the League shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to, or limit the powers and duties of any Officer.

33.

34. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the League. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed,
2. the officer's resignation,
3. such officer ceasing to be a director (if a necessary qualification of appointment)
4. or such officer's death.

If the office of any officer of the League shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

35. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the League or in the case of notice to a director to the latest address as shown in the last notice that was sent by the League in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the League to any notice or other document to be given by the League may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

36. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

37. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the League has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

38. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the League. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

39. Name Outside of Canada

The name of the League, when referred to in the Icelandic language, shall be:
Þjóðræknisfélag Íslendinga í Vesturheimi.