

Schedule A

DIRECTORS

17. **The Board of Directors.** The property and business of Biathlon Canada shall be managed by a Board of Directors, hereinafter referred to as the Board, comprised of Registered Participants of Biathlon Canada, of whom a majority shall constitute a quorum. A majority of votes cast upon a motion shall be binding at each meeting. Subject to the Articles of Continuance, The Board shall consist of the number of seven Registered Participants elected at General Meeting within the minimum and maximum number of Directors specified in the Articles of Continuance. Board members cannot serve as President, Vice President, Secretary or Treasurer of Divisions who are Members while sitting on the Board of Biathlon Canada.

18. **President.** A President shall be elected by the Members from among the seven elected Directors at the Annual Meeting, to hold such position until the end of their current term in office. The President is subject to re-election up to the term limit in Article 20. The President shall be charged with overseeing the administration and management of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the President may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual Meeting. Upon the written request of a simple majority of the members of the Board, the President shall call a Board meeting within sixty days of receipt of such notice. The President shall be empowered to invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting of the Board.

19. **Election of Directors.** The Nominating Committee will provide the Members with a list of nominated Registered Participants twenty-one (21) days prior the General Meeting. At the General Meeting, the Chair of the Meeting may accept other Board nominations providing they meet the criteria of Board membership. The Members will vote at the Annual Meeting for the number of four of the nominated Registered Participants equal to the total number of directors to comprise the Board less the number of Directors elected at the previous Annual Meeting whose term continues following the Annual Meeting, one year, and three of the nominated Registered Participants the following year using the procedures set out in Articles 40, 41, 42, 44 and 46 to serve a two-year term as Director. The top vote getters will be Directors and form the Board until their two-year term is complete.

20. **Term of Office.** Subject to the Articles of Continuance, Director's terms will be two years with the exception of the first Board elected under these revised Bylaws which will have 3 Board members elected for one and a half year terms and 4 Board members with two and half year terms. Directors appointed by the Board in accordance with the Articles

of Continuance shall have a term expiring no later than the close of the next Annual Meeting. No Director can serve more than 3 consecutive terms.