

# KITCHENER LAWN BOWLING CLUB

## BYLAWS

[amended to October 6, 2011]

- 1.1 The Club shall be known as the Kitchener Lawn Bowling Club (hereinafter called the Club) and shall have its Head Office in the City of Kitchener, Ontario.

### **Statement of Purpose of the Club:**

- 2.1 The Club shall be organized for the purpose of:
- a) Providing an affordable, high quality lawn bowling experience for members and guests in a spirit of recreation and friendship and to promote and safeguard the game of lawn bowling;
  - b) Providing a friendly, accessible and safe environment in which all members and guests can participate together and equitably in an atmosphere of fair play and sportsmanship in which they are free from harassment and ridicule;
  - c) Providing learning and competitive opportunities so that members can become better lawn bowlers.

### **Fiscal Year:**

- 3.1 The Fiscal Year of the Club shall terminate on the 31<sup>st</sup> day of August in each year.

### **Status and Entitlements:**

- 4.1 No part of the net earnings or assets of the Club shall inure to the benefit of, or be distributable to, its members or officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Statement of Purpose and in accordance with these Bylaws.
- 4.2 The Club shall be a not-for-profit organization incorporated by the Province of Ontario.
- 4.3 The Club shall not stand for or support any commercial or political interest.

### **Membership:**

- 5.1 Any person may apply for membership in the Club. Membership is granted by means of an annual membership fee which is effective from June 1<sup>st</sup> of one year to May 31<sup>st</sup> of the succeeding year. Payment of the annual membership fee confers status as a member for that membership year only.
- 5.2 Membership in the Club shall be open to all regardless of sex, age, creed, nationality, political or religious belief, colour, sexual orientation, degree of facility in the English language or place of residence.
- 5.3 All members whose participation meets the requirements set forth in these Bylaws, may speak, make motions, vote and be eligible for election to the Executive Committee or any other position within the Club.

- 5.4 Only members in good standing may be elected to or retain office and participate at Annual General Meetings and Special General Meetings.
- 5.5 The annual membership fee shall be established by the Executive Committee subject to ratification at the Annual General Meeting or a Special General Meeting. There may be more than one membership fee rate to accommodate new members, social members, youth members or other categories of membership as may be decided at such a meeting.
- 5.6 The Executive Committee may name a member or past member as an Honourary Member and may waive or reduce the membership fees for such Honourary Member.

**Executive Committee:**

- 6.1 The strategic and day-to-day business of the Club shall be managed by an Executive Committee (also known as the Executive) consisting of the following elected officers: President, Vice-President, Secretary, Treasurer. There shall be one additional elected officer called the Director-at-Large. The members of the Executive Committee named in this sub-section are also Directors as provided by the (Ontario) *Corporations Act*.
- 6.2 The Executive Committee shall be elected to a term of one year commencing in the fall of 2011 and the election shall take place at the Annual General Meeting each year. Retiring members of the Executive Committee shall be eligible for re-election.
- 6.3 Any member in good standing is eligible for election to the Executive Committee.
- 6.4 In the event that a vacancy occurs on the Executive Committee, the Executive Committee shall appoint another member in good standing to fill such vacancy until an election for the vacancy can take place at the succeeding Annual General Meeting or at a Special General Meeting called for this purpose.
- 6.5 In each odd-numbered year at least 30 days in advance of the Annual General Meeting, the Executive Committee shall appoint a Nominating Committee to be comprised of one member of the Executive Committee and one other member in good standing. The Nominating Committee shall prepare a slate of nominees for election to each officer position on the Executive Committee at the ensuing Annual General Meeting. The Nominating Committee shall secure the consent of each nominee. The slate of nominees shall be given to the Secretary who shall immediately post it on the bulletin board of the Club. In addition, any member in good standing may nominate any other member in good standing for any of the Executive Committee positions at the Annual General Meeting or at a Special General Meeting as provided for in Article 6.4.
- 6.6 Notwithstanding Article 6.2, the Director-at-Large shall be elected at a Special General Meeting to be held in May 2010. Subsequent elections of the Director-at-Large shall be held at the Annual General Meetings in odd-numbered years as per Article 6.2.
- 6.7 Notwithstanding Article 6.1, in the event that no person is available, willing or able to assume the full duties and responsibilities of the office of President, the position of President may be shared by two members – to be called Co-Presidents – at the same time provided that this is ratified at the Annual General Meeting by two-thirds of the members present.

- 6.8 Meetings of the Executive Committee may be held at the call of the President or, in his/her absence, the Vice-President, or by any two members of the Executive Committee.
- 6.9 Notice of meetings of the Executive Committee shall be given at least two days before the meeting.
- 6.10 Any member of the Executive Committee may be recalled from office by a two-thirds vote of the members present at an Annual General Meeting or a Special General Meeting.
- 6.11 The Secretary shall keep minutes of all meetings of the Executive Committee.

### **Meetings of Members:**

- 7.1 The Annual General Meeting of the Club shall be held in Kitchener, Ontario at a time and day appointed by the Executive Committee, on or after the 1st day of October but not later than the 31<sup>st</sup> day of October in each year. The meeting shall receive reports of the Executive Committee and other members, elect officers as required, elect or appoint others as are necessary for the proper conduct of the Club's affairs and transact all business that may properly come before the meeting.
- 7.2 A Special General Meeting shall be held in May of each year. At this meeting the Executive Committee shall present information pertaining to the upcoming lawn bowling season including a proposed annual budget.
- 7.3 Additional Special General Meetings may be called:
  - a) By the President to discuss interim business or disseminate information as it may arise.
  - b) By resolution of the Executive Committee.
  - c) On written representation to the Executive Committee signed by at least seven members of the Club. This resolution shall specify the nature of the business to be brought before the Special General Meeting and no other business than that stated shall be transacted.
- 7.4 The Secretary shall keep minutes of all Annual General Meetings and any Special General Meetings.
- 7.5 Notice of the date, time and place for holding Annual General Meetings or Special General Meetings shall be communicated to members at least five days prior to the meetings.
- 7.6 Failure to receive or become aware of any notice of meetings shall not invalidate any resolution or action of such meeting.
- 7.7 The following shall normally be the order of business at the Annual General Meeting and at the Special General Meeting referred to in Article 7.2:
  - Report by the Secretary on the presence of a quorum;
  - Adoption of minutes of the previous meeting;
  - Business arising from the minutes;
  - Correspondence;
  - Report of the President;
  - Report of the Treasurer;
  - Report of the Auditor (at the Annual General Meeting only);
  - Reports of any other members as described in Article 13.4;

- Election of the officers of the Executive Committee (at the Annual General Meeting only in odd-numbered years) except as identified in Article 6.6;
- Appointment of an Auditor (at the Annual General Meeting in each year);
- New Business.

7.8 The President – or any other member as delegated by the President – shall be the presiding officer at the Annual General Meeting, Special General Meetings and Executive Committee Meetings. The presiding officer will conduct the meeting in harmony with Robert’s Rules of Order.

### **Quorums for Meetings:**

- 8.1 At all Annual General Meetings or Special General Meetings, the presence of twenty-five percent of the members in good standing shall constitute a quorum.
- 8.2 At all Executive Committee Meetings, the presence of three members shall constitute a quorum.

### **Duties and Responsibilities of Officers:**

- 9.1 The President shall supervise and administer the Club’s day-to-day business and shall preside at all Annual General Meetings, Special General Meetings and Executive Committee Meetings except as provided by Article 7.8. At all Annual General Meetings and Special General Meetings, s/he shall have a single casting vote in addition to his/her vote as a member in the case of a tie, except that in the event that Article 6.7 is in effect there will be only one casting vote between the Co-Presidents.
- 9.2 The Vice-President shall act as President when and while the President is absent or unable to perform his/her duties.
- 9.3 The Secretary shall have charge of the minute books, files and correspondence of the Club. The Secretary shall keep minutes of all Annual General Meetings, Special General Meetings and Executive Committee Meetings. S/he shall provide a report on whether a quorum of members is present at the beginning of each such meeting. The Secretary shall be responsible for the preparation and submission of returns required by the Province of Ontario.
- 9.4 The Treasurer shall have charge of all funds and securities of the Club and shall cause to be deposited all moneys in the name of the Club in such Chartered Bank as the Executive Committee may direct. The Treasurer shall keep the accounts of the Club, shall pay all bills and invoices and shall oversee any petty cash floats, vouchers, receipts or grant monies. This shall include accountability for the routine administration of Club investments and securities under the strategic direction of the Executive Committee. The Treasurer shall develop and oversee an annual budget and/or work plan which shall be presented to the Annual General Meeting or Special General Meeting referred to in Article 7.2.
- 9.5 The Director-at-Large may be assigned duties, projects or activities at the direction and discretion of the Executive Committee.

### **Authority and Power of the Executive Committee:**

- 10.1 The Executive Committee shall manage all assets, property, monies, securities, relationships and business of the Club and shall have power:
- a) To appoint and remove any contractor, supplier or servant of the Club, prescribe duties, fix compensation and require security for the faithful discharge of duties;
  - b) To make rules and regulations for the management of the Club;
  - c) To ensure that the Code of Etiquette for all members is adhered to and have the power to penalize or expel a member in violation of such Code, the Bylaws or other rules and regulations of the Club.
  - d) To do all such things as will be for the benefit of the Club in conformity with these Bylaws.

### **Signing Officers:**

- 11.1 The President and the Secretary or Treasurer shall sign all deeds, leases, grant applications or submissions, contracts, service agreements, legal documents and other instruments requiring execution by the Club.
- 11.2 The Treasurer shall be the day-to-day signing officer for cheques, shall administer all bank accounts and bank cards and shall have custody of one key for any and every safety deposit box established in the name of the Club. The Executive Committee shall appoint one other member of the Executive Committee to hold an additional key to any and every safety deposit box.
- 11.3 The Executive Committee may also direct the signing of any document by any other member of the Executive Committee.

### **Financing and Extraordinary Expenditures:**

- 12.1 Income of the Club shall be used solely for the benefit and enjoyment of Club members, the maintenance of Club property and assets and in furtherance of the Statement of Purpose of the Club.
- 12.2 Notwithstanding Article 4.1, the Club shall not enter into an employer-employee relationship – or what may be interpreted as an employer-employee relationship – with any member of the Club or with any corporation or enterprise owned by such member.
- 12.3 Each and every proposed addition or major repair to Club property or equipment, renovation project or building maintenance program which individually will necessitate a total expenditure of \$1,500.00 or more in any fiscal year shall require the specific approval of a majority of the members present at an Annual General Meeting or Special General Meeting before the expenditure is made.
- 12.4 Notwithstanding Article 12.3, the Treasurer shall identify in the proposed annual budget the expenditures forecast for such work and activities. Approval of the proposed annual budget shall constitute approval of the individual expenditure components to the upset limit of the forecast in the proposed budget. The Treasurer shall provide a proposed annual budget at the Special General Meeting convened in May of each year (see Article 7.2).

## **Affiliations, Committees and Subsidiary Clubs:**

- 13.1 The Club shall be an affiliate of the Ontario Lawn Bowling Association and shall ascribe to the goals, purposes and bylaws thereto. Any change in status to this affiliation shall be ratified at an Annual General Meeting by a vote of two-thirds of members present.
- 13.2 The Executive Committee may establish subsidiary in-club organizations such as a Youth Club. Such subsidiaries will not have bank accounts or revenue and expenditure procedures separate from those under the control of the Treasurer but may elect their own spokespersons and conduct meetings independently from the rest of the members. The spokesperson of such subsidiary clubs shall liaise with, inform and seek the approval of the President for their activities.
- 13.3 The Executive Committee may establish agreements with external associations, organizations or corporations or to responsible individuals to provide for their use of the Club and shall monitor, enforce and evaluate such agreements on an ongoing basis. The President shall report on the nature and results of these agreements at Annual General Meetings.
- 13.4 The Executive Committee may appoint from among members individuals who shall provide leadership in various projects or work components. These shall normally be (but are not limited to): a greenskeeper; a membership secretary; a building and property chairperson; a tournament chairperson; a jitney convenor; a social convenor; a webmaster; a youth program chairperson; a telephone convenor. Any member may hold more than one of these positions.
- 13.5 The individuals identified in Article 13.4 may be requested to appear at a meeting of the Executive Committee. They shall have voice but no vote.

## **Code of Etiquette:**

- 14.1 The Code of Etiquette governs the relationships between the Club, the City of Kitchener and its employees, the environment, visitors, neighbouring property owners and tenants, external associations or organizations, government agents and service providers as well as the relations between members.
- 14.2 The Code of Etiquette is intended to create social harmony and equity by promoting trust and mutual respect as well as countering abuse and ensuring balance in relationships.
- 14.3 Members of the Club shall practice and promote honesty, fair play and sportsmanship covering the rules of lawn bowling as established by the Ontario Lawn Bowling Association and other rules, procedures and standards of acceptable competitive and social behaviour as may from time to time be established by the Executive Committee.
- 14.4 The Executive Committee is charged with the application and enforcement of the Code of Etiquette.
- 14.5 The Code of Etiquette is not negotiable.

## **Objectionable Conduct:**

- 15.1 If a complaint is made to a member of the Executive Committee which appears to describe a violation of the Code of Etiquette or general standard of behaviour expected of members, the Executive Committee or its designee, shall investigate the allegations. Thereafter, if appropriate, the Executive Committee

- may set a hearing, giving at least one week's notice to the accused member, who shall then be offered an opportunity to respond to such allegations.
- 15.2 The Executive Committee has at its disposal penalty options including an official warning, a period of suspension from Club activities and full expulsion from membership in the Club without recompense of membership fees.
- 15.3 An expelled member shall have the right to appeal to all members present at a Special General Meeting called for the purpose. Said appeal shall only be upheld by a two-thirds vote of the members in good standing who are present.
- 15.4 A suspended or expelled member shall be considered to be not in good standing. S/he shall surrender any assets of the Club in his/her possession or control such as keys.
- 15.5 The physical presence of any expelled member on the property of the Club may be considered to be trespass as defined by *The Trespass to Property Act*.

**Auditor:**

- 16.1 An Auditor, who need not be a member of the Club, shall be appointed annually by the Executive Committee.
- 16.2 The Executive Committee shall fill any vacancy in the office of Auditor that may occur.
- 16.3 The Auditor shall have access to all documents having reference to the business of the Club and shall provide a report – which may be written – at the Annual General Meeting.

**Amendments to Bylaws:**

- 17.1 These Bylaws may be amended at any Annual General Meeting or at any Special General Meeting called for such purpose by an affirmative vote of two-thirds of the members in good standing who are present, provided that the proposed amendment(s) shall have been posted on the bulletin board of the Club or otherwise made available in writing to all members for at least ten days prior to the meeting.
- 17.2 These Bylaws, when favorably acted upon by the membership, shall be in full force and effect and shall replace and supersede any previous versions, editions or drafts.

**Dissolution of the Club:**

- 18.1 The membership may elect to dissolve the Club. This decision shall only be made at an Annual General Meeting provided that at least ten days notice to this effect is provided to all members. The decision to dissolve the Club shall require an affirmative vote of two-thirds of the members present.
- 18.2 Upon the dissolution of the Club, the Executive Committee or its designee(s) shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club to such organization or organizations operated exclusively for charitable, educational, heritage or amateur recreational purposes in the Province of Ontario as the Club's Executive Committee shall solely determine.

18.3 The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Club is expressly prohibited.

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The following is for administrative convenience only and does not form part of the Bylaws.

<b>Chronicle of Amendments to the Bylaws</b>	
<b>Section Amended</b>	<b>Date Amended</b>
Entire Bylaws rewritten and amended	May 11, 2010
Section 6.1	October 6, 2011 at 2011 AGM
Section 6.2	October 6, 2011 at 2011 AGM