

## **DENTONIA PARK TENNIS CLUB BY-LAWS**

### **ARTICLE 1 — PORTFOLIO CO-ORDINATORS OF THE DENTONIA PARK TENNIS CLUB**

- 1.1 Portfolio Co-ordinators of the Club are elected to their position for a term of one year, by a simple majority vote at the Annual General Meeting (AGM).
- 1.2 Co-ordinators are automatically directors of the Club, and are members of the Executive Committee (hereinafter, the “Executive Committee” – see Article Two below) for the year they are elected.
- 1.3 Officers of the Club (see Article Five of Constitution above) are eligible to hold one or more co-ordinator positions.
- 1.4 Each co-ordinator, as required, prepares a budget for the year and submits it to the Treasurer in a timely fashion.
- 1.5 There shall be four Executive Officers and seven Portfolio Coordinator positions.
- 1.6 At least 30 days before the Annual General Meeting, the Executive Committee may determine the title and duties of the Portfolio Coordinator positions to be filled for next season by the election held at the AGM. The Executive Committee may by majority vote define the positions as befits the operational needs of the club.
- 1.7 If the Executive Committee fails to determine the title and duties of the Portfolio Coordinator positions at least 30 days prior to the AGM, then the portfolios are as follows:
  - 1.7.1 **Social Events:** has general responsibility to plan and direct the Club's various social activities and special events, prepares a social calendar, and oversees the social committee if one is formed.
  - 1.7.2 **Club House Operations:** has general responsibility for the overall physical operation of the Club, including the clubhouse and the courts.
  - 1.7.3 **Tournaments and Ladders:** has general responsibility for organizing and running the various Club tournaments, including advertising them, ranking players and supervision of each event. Also operates the monthly competitive ladders.
  - 1.7.4 **Membership and Court Booking System Administrator:** has general responsibility to manage yearly membership renewals, waitlist and to maintain the membership

database. Also responds to member and waitlist email inquiries. Is the functional owner of the booking system in terms of membership database, events and court bookings.

1.7.5 **Communications:** has general responsibility for all internal and external communications and advertising for the Club via email newsletter and social media.

1.7.6 **Website and Systems:** has general responsibility to support technology use within the club, including internet service, administrative booking system, and website. Is the technical owner of the booking system, acting as a liaison for the technology vendors.

1.7.7 **Monitors:** interviewing and supervision of the court monitors

1.7.8 **Past President:** remains a member of the Executive Committee for the year following his or her presidency in an advisory capacity, but does not have voting privileges unless he or she also holds an officer and/or co-ordinator position for the current year.

## ARTICLE TWO — EXECUTIVE COMMITTEE MEETINGS

2.1 The Executive Committee shall consist of the four officers of the Club plus the seven Portfolio Co-ordinators. However, if a vacancy occurs, any Executive Committee member or other adult Club member in good standing may be appointed to an officer's or portfolio co-ordinator's position on an interim basis for the remainder of the current year, by a simple majority vote of the Executive Committee. The Executive Committee may also, by majority vote modify portfolio responsibilities during the season as needed.

2.2 The President or any two coordinators may call a meeting of the Executive Committee at any time. Whoever calls the meeting may determine that the meeting shall be held, in accordance with the Not-for-Profit Corporations Act, 2010 (Ontario) (the "Act") and the Regulations under the Act, by any combination of in-person attendance and one or more telephonic or electronic means or entirely by telephonic or electronic means, where such telephonic or electronic means permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present in person at that meeting.

2.3 The President or Secretary shall endeavor to provide ten (10) days notice of regular meetings of the Executive Committee to all its members.

2.4 If the members of the Executive Committee may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

2.5 If the meeting is to be held entirely by one or more telephonic or electronic means, then the notice of the meeting need not specify a place of the meeting.

2.5 A quorum for an Executive Committee meeting shall be six.

2.6 The vote to govern at an Executive Committee meeting is a simple majority, except for the vote on any amendment to the Club's Constitution or By-Laws (see Article Six of the Club's Constitution, above), or the vote to remove an officer of the Club (see Article 3.2.5 below).

## ARTICLE THREE — ELECTION OF OFFICERS AND CO-ORDINATORS

3.1 All officers and co-ordinators of the Club shall be elected at the Annual General Meeting by a simple majority of the voting membership of the Club present at the meeting.

3.1.1 A term of office shall be one year, starting from the day after AGM until the end of the day of the next year's AGM.

3.1.2 To stand for election, a Club member in good standing must be 18 years of age or older as of January 1<sup>st</sup> of that year, and must attend the AGM and receive both a nomination and a seconding from two adult members of the Club in good standing. Or, in written form, any adult Club member in good standing may nominate any other adult Club member in good standing, with any second adult Club member in good standing signing the nomination form as seconder. The nominated individual must also sign his or her agreement to stand for that particular position. This nomination form is then presented to the general Club membership at the AGM for their vote.

3.2 All officers and co-ordinators may be re-elected to the same or another position for another term in the years following. **There is no limit to the number of years a person can be on the Executive Committee except as noted below:**

3.2.1 The President may be elected to the same office for (4) consecutive years, and then must relinquish that position, at which time he or she becomes the Past President for the following year.

3.2.3 The Treasurer may only be elected for four (4) consecutive years, and then must relinquish that position for at least one (1) year.

3.2.4 In order to be elected either to the position of President or Treasurer, the person must have been a member of the Executive Committee for at least one (1) year in any of the prior three (3) years.

3.2.5 An officer or co-ordinator can be removed from his or her position and as a director by majority vote of the voting members at an Annual General Meeting or Special General Meeting.

3.2.6 If an officer or co-ordinator is unable or unwilling to continue in their position before the current term expires, the Executive Committee may appoint, by simple majority vote, any Adult Club member in good standing, or any of the other current officers and/or co-ordinators, to take up that position for the remainder of the current term.

## ARTICLE FOUR – POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

4.1 The affairs of the Club shall be controlled and directed by the Executive Committee, and they shall meet not less than four (4) times per year. Only elected Committee members shall have a vote at their meetings (except for the Past President and Trustee(s), unless they also hold another, voting, position). The duties of the Executive Committee are:

4.1.1 To control and conduct the affairs of the Club on behalf of its members, including the purchase of all equipment and supplies needed.

4.1.2 To keep accurate accounts of the finances of the Club, through the Treasurer. The records are to be available for reasonable inspection by any adult Club member in good standing.

4.1.3 The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

4.1.4 All cheques and other financial commitments, including but not limited to contracts, loans and capital expenditures, etc., shall be signed by two of the following three Officers: the President; the Vice-president; the Treasurer.

4.2 The following guidelines shall govern the Club's expenditure paid directly to its vendors and service providers, along with expenditure reimbursements to its members and third parties that were made on the Club's behalf:

4.2.1 Any expense reimbursement requiring a transfer to the account(s) outside of the Club's owned accounts will require at least two authorized signatures

4.2.2 Budgeted expenditures, if when cumulated over a given fiscal year do not exceed the latest budgeted amount for a given expense category or specific budget item per given fiscal year, will be reimbursed to the purchaser by the Treasurer if the expense was not paid from the Club's owned account directly, upon submission of proper receipt(s). If a given expense - due for payment directly by the Club or due for reimbursement to a third party - is in excess of the budgeted expense category or specific budget item per given fiscal year it will be highlighted and explained to the Executive Committee at the next available meeting by the Treasurer prior to reimbursement. Any creation of new or limit increase of the existing budget category or specific budget item must first be approved by Executive Committee at the next available meeting prior to payment / reimbursement.

4.2.3 Petty Cash shall be defined as any purchases cumulated to the amount of \$250.00 or less per the Club's fiscal year. Petty Cash will be reimbursed to the purchaser by the Treasurer, if the expense was not paid from the Club's owned account directly, upon submission of proper receipt(s).

4.3 The Executive Committee has the sole right to appoint trustees (see Article Seven below). The Executive Committee does so by a simple majority vote.

4.4 The Executive Committee shall convene and run the Annual General Meeting, and any Special General Meetings that may arise. The President of the Club, or in his absence the Vice-President, shall chair these meetings.

4.5 The Executive Committee has the right to remove the membership privileges of any Club member who is found guilty of misconduct according to the Code of Conduct put forward by Tennis Canada, or of any behavior that they judge is unacceptable to the Club as a whole and its members. The procedure is as follows:

4.5.1 The Executive Committee schedules a board of enquiry, giving all parties fifteen (15) days notice. The notice shall include pertinent details of the misconduct.

4.5.2 The member whose membership privileges with the club are in question shall receive this notice and is entitled to give the Executive Committee a written submission opposing the termination of their membership not less than five (5) days before the end of the fifteen (15) day period.

4.5.3 This board of enquiry is closed to the general membership, and the Executive Committee requests the presence of only those people who are directly involved. Any statements of witnesses must be made in person, not in written form. The accused Club member(s) must be given a chance to address the board before the vote is taken, if he or she wishes. If the accused Club member does not attend the meeting, for any reason, the board of enquiry can still go forward and make its decision.

4.5.4 The board of enquiry shall consider the submissions of the member, if any, in arriving at a final decision regarding removal of the member. The board of enquiry shall notify the member concerning their final decision within 10 days of the last received submissions of the member, whether such submissions be in writing or delivered orally at the meeting held by the board of enquiry.

4.5.5 If the Club member(s) have their membership revoked, they may ask for an appeal, if it is supported by at least two (2) Executive Committee members and can take place within thirty (30) days of the initial vote. If this second vote also goes against the accused Club member, the decision is final and there can be no further appeal.

4.5.6 Any person so removed of his or her membership can apply for reinstatement at the beginning of any upcoming year. The Executive Committee must approve such a reinstatement.

4.5.7 The vote to govern for a board of enquiry, an appeal and a reinstatement hearing is a simple majority.

4.5.8 The board may, at its own discretion, agree to impose a lesser penalty than losing one's membership. This, also, is subject to a single appeal.

4.5.9 In all cases, the Executive Committee wishes to support the friendly and civilized settling of difference between Club members themselves, and in our interactions with the outside community. Every effort will be made to promote friendly play and the proper handling of competitive emotions, and to give Club members who have been found guilty of an infraction every chance to make it up. Revocation of membership shall be considered to be an action of last resort.

## ARTICLE FIVE — ANNUAL GENERAL MEETING & SPECIAL GENERAL MEETINGS

5.1 The Annual General Meeting (AGM) of the Club shall be held no later than June 30th of each year in accordance with the Constitution. Ten (10 to fifty (50) days' written notice shall be given to all adult Club members of the AGM, and a notice will be posted at the Club house at the same time.

For any AGM or SGM where business is transacted (other than business involving the Club's financial statements, financial review, the election of a co-ordinator or officers or the appointment of an auditor), the notice shall contain sufficient information to permit the members to form a reasoned judgment on the matters to come before the meeting and shall state the text of any special resolution (matter requiring 2/3rds approval of votes cast) to be submitted to the AGM or SGM.

If a person is entitled to attend a meeting of members by telephonic or electronic means, a notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If the meeting of members is to be held entirely by one or more telephonic or electronic means, then notice of the meeting is not required to specify a place of the meeting.

5.2 An Special General Meeting (SGM) will be convened by the Executive Committee when:

5.2.1 They have received a properly submitted amendment(s) to the Constitution or to the By-Laws, and have determined that the matter should not be delayed until the next AGM.

5.2.2 A matter of importance has arisen that they decide requires a vote by the Club as a whole, or 25 members sign a petition to demand a meeting.

5.2.3 See Article Six of the Constitution (above) for the amending procedure.

5.2.4 Once a petition has been received, the SGM shall be conducted within 45 days

5.3 All Club members in good standing who are 18 years of age or older as of January 1<sup>st</sup> of the current year shall be entitled to one vote at any AGM or SGM. Members must attend the meeting to vote. No proxy votes are permitted.

5.4 Any motion submitted at the AGM, other than amendments to the Constitution or the By-Laws, shall be decided by a simple majority vote. In the event of a tie, the President of the Club, as the chairperson of the meeting, will cast a second, tie-breaking vote.

5.5 The business of the AGM shall be to:

5.5.1 Confirm the minutes of the previous AGM, and of the minutes of any SGM held since the last AGM.

5.5.2 Present a financial report for the year from the Treasurer.

5.5.3 Present the annual report of the Executive Committee from either the President or the Secretary.

5.5.4 Elect the officers and co-ordinators of the Club for the coming year.

5.5.5 Transact any other business as received in writing by the Secretary at least seven (7) days prior to the AGM, and which has been included in the agenda.

5.5.6 Discuss and vote on any amendments to the Constitution or the By-Laws (see Article Six of the Constitution, above).

5.5.7 Discuss and vote on any new business brought forward by any adult member in good standing present at the meeting.

5.5.8 Appoint or reappoint an auditor for the Club, only if required.

5.5.9 Quorum for an AGM or SGM shall be 12 Adult members.

5.6 Any authorized person who calls an AGM or SGM may determine that the meeting shall be held, in accordance with the Act and the Regulations, by any combination of in-person attendance and one or more telephonic or electronic means or entirely by telephonic or electronic means, provided that all participants attending the meeting are able to reasonably participate. A meeting held entirely by telephonic or electronic means is deemed to be held at the registered office of the Club. Any person

participating in a meeting by telephonic or electronic means is deemed to be present in person at the meeting.

Any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by any telephonic or electronic means that the Club has made available for that purpose

## ARTICLE SIX — CAPITAL EXPENDITURES RESERVE

6.1 The Club shall maintain, separate from the current account, a capital fund for the purpose of saving toward future capital expenditures, and to act as an emergency fund in case of need. This fund will not be used for any ongoing operating expenses of the Club.

## ARTICLE SEVEN — TRUSTEES

7.1 The Executive Committee shall appoint no more than two (2) trustees whose functions and responsibilities are:

7.1.1 To attend Executive Committee meetings in an advisory, non-voting capacity.

7.1.2 To ensure that Club financial records are complete, in good order, and are passed from the outgoing to the incoming Executive Committees.

7.1.3 The Executive Committee has the right to revoke a person's position as a trustee by a simple majority vote.

## ARTICLE EIGHT — AUDIT

8.1 The Executive Committee shall not be required to conduct a financial Audit or Review Engagement, subject to the Act.

## ARTICLE NINE — DISSOLUTION OF THE CLUB

8.1 Dissolution of the Club requires a two-thirds majority vote at an Annual General Meeting or a Special General Meeting (i.e., the procedure is the same as for an amendment to the Constitution – see Article Six of the Constitution, above).

8.2 If, upon dissolution of the Club, after satisfaction of all its debts and liabilities, there remain any monies or other assets, these shall be paid out equally to all adult Club members in good standing who are on the register for that year, or, upon a simple majority vote at an AGM or SGM, such monies and/or assets may be given or transferred to some other organization(s) with similar objectives to those of the Club.