

# **By-Law Number One**

of the Elmdale Tennis Club, a Non-Profit, Non-Charitable Corporation incorporated under the Ontario *Corporations Act*

## **Objectives of the Club**

1. The objectives for which the Elmdale Tennis Club (the Club) is incorporated are:
  1. to maintain and conduct a tennis club for the accommodation, recreation and convenience of the members of the Club, and others;
  2. to promote, sponsor, and generally carry out athletic activities and games with affiliated social activities; and
  3. to accept donations, gifts, legacies and bequests.

## **General Compliance**

2. The Club shall be governed in accordance with, in order of precedence:
  1. All relevant legislation, in particular the Ontario *Corporations Act* and associated regulations as well as any successor legislation;
  2. its letters patent; and

3. its by-laws.

## **Governance**

### ***The Board of Directors: Election and Responsibilities***

3. The Club shall be operated by a Board of Directors consisting of seven directors, elected by secret ballot by all adult members present or voting by proxy at the Annual General Meeting.
  1. Nominations for election must feature an assigned recommendation by a member.
  2. Validly submitted nominations for elections shall be posted in a conspicuous place in the Club's premises and on the Club's website.
4. From this elected Board of Directors, Directors shall elect a President, a Vice-President, a Secretary and a Treasurer. All other Directors shall be considered Directors-at-large.
  1. The President provides leadership and overall direction to the management and programming of the Club; calls, and chairs meetings of the Board and of the members.
  2. The Vice-President shall assist the President and act as his/her replacement in his/her absence. If the President cannot be present for a meeting, the Vice-President must attend and act at the meeting chair.
  3. The Secretary shall take minutes of all Board meetings and any duly convened members' meetings such as the Annual

General Meeting. He or she shall maintain up to date registers of the Club's membership and directors, of the Club's by-laws or resolutions, and of meeting minutes.

4. The Treasurer shall, with the assistance of a Manager or Assistant Treasurer if applicable, receive all dues and monies payable to the Club and issue receipts, deposit all Club funds in the name of the Club in any bank designated by the Board, pay all accounts against the Club after approval by the Board, keep a proper book of accounts open to inspection by members, and present a financial report to the membership at the Annual General Meeting.
5. No Director shall serve as President for more than 2 consecutive years. If he/she is to be appointed as President once again, he/she must wait one (1) year before doing so.
6. Directors shall serve for two-year terms (beginning and ending with the yearly closure of the Club in the Fall), with three directors being elected every odd-numbered year, and four directors every even-numbered year, unless resignations or other vacancies increase the number of directors subject to election in any given year. All signing authorities for whichever financial institution(s) the Club uses shall be suitably amended within 30 days of the yearly closure of the Club to reflect changes among Directors.
  1. Term Limits shall apply to membership on the Board. No member shall serve on the Board for more than four (4) consecutive years. Should that member subsequently wish to serve on the Board again, he/she must wait one (1) to be elected and/or appointed.

2. If a board member wishes to serve beyond the 2 year period their name is put up for election to the board as it would be for any other nominee.
  
7. A Director may be removed or suspended from the Board by majority vote of the Board on the grounds of financial malfeasance, dereliction of duty, violation of the Club's by-laws, rules or regulations or, by conduct, brings reproach or disgrace upon the Club, or for other just cause. A Director who is removed or suspended has the right of appeal to the membership at a Special General Meeting to either confirm or reject his/her removal/suspension.
  1. A vacancy, e.g., due to resignation, occurring on the Board of Directors shall be filled by a person appointed by the remaining Board members, such appointee to hold office until the next Annual General Meeting of the Club or until a successor is selected, unless the effect of multiple vacancies would bring the number of Directors elected by the membership to fewer than five. In that latter case, a Special General Meeting shall be convened by the Board of Directors for the membership to elect Directors for each position, vacant or not, that is not occupied as a result of a membership vote.
  
8. No person shall be a director of the club unless he or she is a member of the Club, and, if the person ceases to be a member, he or she thereupon ceases to be a director. As an exception, a person may be a director of the club if he or she becomes a member of the corporation within ten days after his or her election or appointment as a director, but, if the person fails to become a member within such ten days, the person thereupon ceases to be

a director and shall not be re-elected or reappointed unless he or she is member of the Club. Directors shall be at least 18 years of age.

9. The Board of Directors shall appoint, and determine the remuneration, of an auditor of the Club's financial statements.
10. The Board may hire employees and/or contractors as it sees fit to operate the Club and provide services to the membership. This could include staff such as a Manager, a financial accountant, a webmaster, steward(s), a tennis professional(s) and a court consultant. The Board can assign duties and responsibilities to such employees and or contractors as it deems fit.
11. The Board may, from time to time, appoint a committee or other advisory body that it deems necessary, and with powers that the Board sees fit. Any such committee may form its rules of procedure subject to regulations or direction provided by the Board. Any committee member may be removed by resolution of the Board. The Board may dissolve any duly formed committee.
12. The Club shall indemnify Directors against:
  1. all costs and expenses incurred arising from legal proceeding related to the performance of their duties; and
  2. all other costs and expenses incurred in relation to the affairs of the Club except where such costs or expenses are occasioned by the Directors' wilful neglect or default.
13. A director who is in any way directly or indirectly interested in a contract or a transaction, or proposed contract or transaction, with

the Corporation, shall fully disclose his or her interest. Except to provide information, no such Director shall attend any part of a meeting of Directors dealing with any such contract or transaction. No such Director shall vote on any resolution to approve any such contract or transaction.

### ***Board of Directors: Meetings***

14. A majority of the Board of Directors constitutes quorum for the transaction of business.
15. The Board of Directors shall meet on a regular basis throughout the year, as required.
16. If neither the President nor the Vice-President are available to chair a duly called meeting, the meeting shall be postponed until one of the two officers is available to chair.
17. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of equality of votes, the Chairperson (the President or Vice-President) in addition to his or her original vote, shall have a second or casting vote.
18. The Board may conduct meetings using electronic means, including but not limited to email, teleconferencing and videoconferencing. The President or Vice President will call for a vote of the available Board members, after the members have been able to review the issue raised, and to consider any supporting documentation. As with in-person meetings, questions arising are decided by a majority of votes, with the Chairperson

having the authority to cast a deciding vote.

19. The Board of Directors shall follow *Robert's Rules of Order* for the conduct of business at meetings.

### ***Membership Meetings***

20. Unless otherwise prescribed by law, decisions of the membership taken at the Annual General Meeting or any Special General Meeting require a simple majority of those present (in person or via proxy) and entitled to vote.
21. All members' resolutions are binding and shall remain in force until struck down and/or modified at a subsequent Annual General Meeting and/or Special General Meeting.
22. Quorum at members meetings is set at 10% of the valid adult membership.
23. Every member may, by means of a proxy, appoint an adult, who need not be a member, as the member's nominee to attend and act at any membership meeting in the manner, to the extent and with the power conferred by the proxy. To be valid, a proxy must:
  1. Be executed by the member in writing.
  2. Be presented to the Secretary at least two days prior to the date of the meeting in question.
  3. Contain the beginning and end date of the appointment, as well as the name of the nominee.

4. A proxy may also contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which the nominee may vote.
5. Any member, or other adult nominated, may hold a single proxy vote at a meeting of the membership.

24. Every September, the Board of Directors shall convene an Annual General Meeting to be held at any place within Ontario as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located. The Annual General Meeting shall be open to the public.

25. The Board shall provide notice of the Annual General Meeting, along with a meeting agenda, to all members at least 2 weeks in advance of the meeting. Transmission of the notice and agenda shall be by electronic means. Notice of the Meeting and agenda will also be posted at the Club. The Board may contact members by mail of the Annual General Meeting if required.

26. The communication to members shall include information on all validly submitted nominations for election to the Board of Directors received at the time the notice is sent.

27. The Annual General Meeting shall, at a minimum, feature the following:

1. President's annual report on Club's activities for the year.
2. Auditor's report, if relevant.



3. Treasurer's report.
  4. Membership Resolutions, if any.
  5. Election of Directors.
- 
28. Members may develop resolutions for consideration at the Annual General Meeting. Any member resolutions shall be submitted to the Secretary at least three days in advance of the meeting date.
  29. A Special General Meeting may be requested at any time through a petition signed by at least thirty members. The Board must then convene a meeting within 21 days of receipt of a valid petition. The petition must state the purpose for which such a meeting is required and must be submitted to the President of the Board. The Board may also, on its own initiative, convene a Special General Meeting.
  30. The Board shall provide notice of a Special General Meeting, along with a meeting agenda, to all members at least 2 weeks in advance of the meeting. Transmission shall occur electronically and the notice shall also be posted at the Club (on the Elmdale Tennis Club front gate during off season). The Board will contact members by mail of Special General Meetings if required.
  31. Meetings of members, namely the Annual General Meeting and Special General Meeting(s), shall follow *Robert's Rules of Order* for the conduct of business.

### ***Reporting and Recordkeeping***

32. Minutes and/or record of decisions of Board meetings shall be posted on the Elmdale Tennis Club website within one month of their approval by the Board.
33. Documentation from Annual General Meetings and/or Special General Meetings, shall be available on the Elmdale Tennis Club website within one month after the date of the meeting.
34. Any member who does not have access to the Club website may request a copy of Board minutes, and documentation from Annual General or Special General meetings. Members requesting documentation may expect to receive access within one month of the Secretary receiving the request. Copies of the records requested shall be available for review at the Club house during the operating season. For requests received during the off-season, the Secretary shall respond, on behalf of the Board, and will determine, in discussion with the member making the request, the means by which the documentation is made available for review.
35. Confidential or personal issues may be deleted and/or omitted from documentation requested by and made available to a member. A note shall be included in the documentation indicating where the record has been redacted.
36. The Board shall make available to members financial information on the Club's revenues and expenditures, included planned budgets, presented in a clear and concise manner, in a conspicuous place in the Club:
  1. during the last week of June; and

2. one week before the Annual General Meeting.

37. Any honoraria over \$100 (which would include complimentary memberships) granted by the Board to individuals shall be reported to the membership by indicating to whom and for what purpose. These honoraria shall be tracked and reported in a separate category in the financial statements. Decisions to grant these shall be noted in the minutes of board meetings when voted upon and subsequently reported by the President in the President's Annual Report at the annual General Meeting.

### ***Membership***

38. Membership shall consist of all persons paying the required membership Fees or granted membership by the Board of Directors. The Board of directors may establish different categories of members, with different rights and privileges. In particular, members below the age of 18 may only belong to a membership category which does not entitle these members to vote at the Annual General Meeting.

39. Membership Fees for the Club will be set by the Board of Directors each year, in line with the Club's financial position and future financial requirements.

40. The Board of Directors shall have the right to suspend or expel any member who does not comply with the Club's by-laws, rules or regulations or who, by conduct, brings reproach or disgrace upon the Club, subject to the right of any member to appeal for reinstatement at a meeting of the Board of Directors.

The Governing By-Law was first adopted at the Elmdale Annual General Meeting on September 26, 2009.

This revised Governing By-Law was adopted at the Elmdale Annual General Meeting on 12 September 2020.