

Richmond Hill Lawn Bowling Club

Revised By-Laws

Adopted September 27, 2018

These revised By-Laws supersede all previously adopted versions.

Article 1 – Name

The organization shall be known as the Richmond Hill Lawn Bowling Club.

Article 2 – Objective

The objective of the Club is to encourage and promote the sport of lawn bowling.

Article 3 – Logo

The logo of the Club will be as shown on the front of these By-Laws.

Article 4 – Club Seal

The Club Seal shall be used to authenticate documents such as Club Awards or Certificates of Achievement. The Seal shall be under the care and control of the Club President.

Article 5 – Affiliation

The Club shall be affiliated with the Ontario Lawn Bowls Association (OLBA). The laws of the game accepted, published and issued by the OLBA shall be observed for Club Tournaments and competitions. In circumstances dictated by climate or local conditions, the Tournament Convener or Committee may make regulations as deemed necessary, and these are to be announced prior to a game or games.

Article 6 – Board of Directors

The affairs of the Club shall be managed by a Board of nine Directors; a President, Past President, Vice-President, Treasurer, Secretary, Chairperson of the Membership Committee, Chairperson of the Greens Committee, Chairperson of the Tournaments Committee and one other known as the Member at Large, these to be elected/confirmed at each Annual General Meeting. In the absence of the Past President, a

second Member at Large may be elected to the Board as the ninth Director.

The Board of Directors shall have the power to fill all vacancies in their number until the next Annual General Meeting of the Club. One person may hold two positions, providing only one of the positions has cheque-signing authority. Should a member hold more than one position on the Board of Directors, he/she shall only be entitled to one vote. The Board of Directors shall have the power: to appoint officers and committees as it shall deem desirable; to fill vacancies that may occur in any office; to enforce penalties for violation of the By-Laws or rules of the Club; to call special meetings of the Club; to make and execute contracts in the name of the Club or authorize an officer or committee to do so; and to appoint or dismiss at pleasure any paid service provider to the Club.

It shall present at each Annual General Meeting of the Club, a report showing the financial condition, resources and obligations of the Club and make such recommendations as to the Club's welfare as it may deem proper. It shall have the power to make rules and regulations and to do all things it may deem necessary for the proper operation of the Club.

Upon retiring from a position on the Board of Directors, the member will immediately deliver all money, accounts, papers, record books, or any other property belonging to the Club to the new Board Member or the President.

Article 6 a) – Officers

The Officers of the Club shall be the President, Vice-President, Treasurer and Secretary.

Article 7 – Nomination/Election of the Board of Directors

In order to fill vacancies on the Board of Directors, a Nominations Chairperson shall present a slate of nominees to the current Board of Directors for approval to present to the membership at the Annual General Meeting.

Article 7 a) – Nominations to the Board of Directors

The Chairperson of the Nominations Committee shall be the Past President or failing that a Member at Large. The Nominations Chairperson shall be responsible for the solicitation and preparation of the full slate of candidates for election to the Board of Directors of the Club, in accordance with these By-Laws, and for obtaining the consent of the candidates to have their name appear on the slate of nominees. The Vice-President may assume the position of President following the President's term.

Article 7 b) – Election of the Board of Directors

An Active or Life member may run or be nominated by another Active or Life member, for any elected position on the Board of Directors. Nominations shall be made to the Nominations Chairperson no later than 14 days before the Annual General Meeting. At this meeting, the Nominations Chairperson shall present to the Club members, the slate of nominees for election. If there is more than one nomination for the Board post, there shall be an election by secret ballot, by all members present at the Annual General Meeting. The candidates for an office receiving the largest number of votes shall be declared elected to that position. A tied vote for any elected office shall be resolved by an agreement between the candidates or by a subsequent run-off vote. If there is only one candidate for a position, election shall be by acclamation.

Any eligible member, as defined in these By-Laws, may serve on the Board of Directors of the Club. Members serving on the positions with cheque signing authority, the President, Vice-President and Treasurer, shall not be related.

Article 8 – Membership

There shall be three forms of membership in the Club: Active, Life and Junior. The membership term is effective from the date of the Spring Annual Meeting through to the date of the next Spring Annual Meeting.

Article 8 a) – Active Members

Active members are paid up members of the Club and may take part in all Club activities including social events, In-Club competitions and Invitational Tournaments. Some restrictions may apply as deemed by the Board of Directors. Active members may serve on the Club's Board

of Directors and are qualified to vote on Club business. Upon receipt of a current year OLBA sticker, they will be eligible to take part in District Playdowns that may lead to Ontario and Canadian Championships. Active members are also eligible to play in all District Tournaments as listed in the current edition of the OLBA Annual and web-site.

Article 8 b) – Life Members

Life members have the same privileges as Active members. To be eligible for a Life membership in the Club, a person must have been a member of the Club for forty years and have attained the age of 65. Other special circumstances may apply. Life members may serve on the Club's Board of Directors and are qualified to vote on Club Business. Life members are responsible for paying their OLBA membership fees.

Article 8 c) – Junior Members

Eligibility age requirements for Junior members are as defined by the OLBA. Junior members are paid up members. Junior members may take part in all Club activities except they may not serve on the Board of Directors and they are not qualified to vote on Club business.

Article 9 – Termination of Membership

Any member in good standing may resign by submitting a written resignation to the Secretary. A resigned member is not entitled to reimbursement of any portion of fees paid. Membership may be resumed by payment of current fees. Refusal or neglect on the part of the member to comply with the Club's By-Laws, or accepted codes of good conduct, such as the OLBA's Code of Conduct and Ethics, shall render the member liable for suspension or expulsion from the Club, provided that the member has been afforded the opportunity of a hearing before a quorum of the Board of Directors. Any complaint concerning the conduct of any member shall be investigated by the Board of Directors. In the event that the Board finds the complaint justified, the member shall be given 14 days notice of a hearing before a special meeting of the Board of Directors. A majority vote of the Board of Directors is required for suspension or expulsion following such a hearing. The tag of a suspended or expelled member will be removed from the game board until such time the member is reinstated.

Article 9 a) – Refund of Membership Fees

Membership fees are non-refundable unless exceptional circumstances are brought to the attention of the President, in writing, by the affected member. Any refund would be minus the OLBA fee and based on a pro-rated schedule.

Article 10 – Club Fees

The fee structure, that includes Membership, Rental and Tournament fees, for the upcoming season shall be set by the Board of Directors prior to the Annual General Meeting. Membership fees for the year are expected to be paid by May 31st, and a list of members will be available in a Club Roster. All tags will be removed from board prior to the Spring Meeting. Once members have paid their fees, their tags will be placed on the Clubhouse game board. Members who have not paid their fees will forfeit the right to participate in any Club bowling activity until such fees are paid. There shall be no pro-rating of fees for the current year. The Board of Directors, at its discretion, may approve membership fees outside the normal fee schedule in order to attract new members.

Article 10 a) – OLBA Fees

An OLBA sticker is issued upon receipt of annual fees and presentation of the membership card. A current year's sticker is required by those members who wish to take part in District and Provincial Playdowns.

Article 11 - Meetings

The Annual General Meeting shall be held in the Fall of each year.

The Spring Annual Meeting is to be held by the Victoria Day holiday.

Special meetings may be called by the President or by any three members of the Board of Directors or by at least 10% of the general membership. Meetings may be of only the Board of Directors or of the whole Club membership. The notice of a Special meeting must state the business to be transacted, and no other business shall be transacted except that stated in the notice. Date, time and place of the meeting shall be decided by those calling the meeting. In case a Special meeting of the Club members is called on any matter, a notice of such a meeting is to be given at least ten days before the meeting.

The accidental omission to give notice here mentioned to any member shall not invalidate any resolution passed at such meeting.

Article 12 - Order of Business for the Annual General Meeting

The order of business at the Annual General Meeting shall be as follows:

1. Call to order
2. Reading of the Minutes
3. Business arising out of the Minutes
4. Correspondence and business arising from it
5. Treasurer's Report
6. Report of the Membership Chairperson
7. Report of the Greens Chairperson
8. Report of the Tournaments Chairperson
9. Unfinished Business
10. New Business
11. Adjournment

Article 13 - Quorum

Two thirds of the Board of Directors shall constitute a quorum at any meeting to decide on fiscal policy. Members of the Board of Directors who notify the Secretary of extended absence will not be included in the total number of the Board of Directors for determining a quorum. At no time shall the lack of a two-thirds quorum at any meeting prevent a simple majority of the Board of Directors present from dealing with non-fiscal matters.

Article 14 - Voting by the Board of Directors

Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. All votes at any meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration that a resolution has been carried and an entry to that effect in the Minutes shall be proof of the resolution, without disclosure of the number of votes recorded in favour of or against such resolution. In the absence of the President, the duties of the Chairperson may be performed by the Vice-President or such other member of the Board of Directors as may be appointed by an Officer for this purpose.

Article 15 - Duties of Members of the Board of Directors

The **President** shall preside at all meetings of the Board of Directors and meetings of the Club membership. The President will represent the Richmond Hill Lawn Bowling Club at meetings with other clubs and at OLBA meetings. The President shall be charged with the general supervision of the affairs and ceremonies of the Club as well as other duties which may be directed by the Board of Directors or the membership. The President must approve all monies paid on behalf of the Club for extraordinary expenditures. The President shall be one of three Officers authorized to endorse all cheques on behalf of the Club.

The **Vice-President**, during the absence or inability of the President, shall perform the duties and exercise the powers of the President. The Vice-President shall perform the Risk Management related duties of the Club. The Vice-President may also perform such duties as the Board of Directors may delegate or direct. The Vice-President shall be one of three Officers authorized to endorse all cheques on behalf of the Club.

The **Past President** may, in the absence or inability of both the President and Vice President, perform the duties and exercise the powers of the President and, for this circumstance only, will retain cheque signing authority. The Past President shall be the Chairperson of the Nominations Committee.

The **Treasurer** shall: receive and take charge of all receipts and monies of the Club; deposit the same in such bank or banks in the name of the Club as the Directors direct; and disburse funds as directed by the President of the Board of Directors. The Treasurer will be responsible for the acquisition and distribution of the OLBA stickers. The Treasurer shall be one of three Officers authorized to endorse all cheques on behalf of the Club. The Treasurer shall keep full and accurate books of account of all receipts and disbursements of funds of the Club, as well as of all required financial reports to other agencies, including the Annual Tax Return and the Annual Return for Ontario Corporations Schedule, which are to be presented to the President for review. The books shall be audited by an independent Auditor or reviewed by an independent Reviewer. The fiscal year of the Club shall be from January 1st to December 31st of each year. The Treasurer will present the current year's fiscal results to date at the

Annual General Meeting and the final results at the Spring Annual Meeting.

The **Secretary** shall keep the minutes of the Annual and Special meetings of the Club and all meetings of the Board of Directors. The Secretary shall: give cause to be given all notices required to be given to members and the Board of Directors; conduct correspondence; look after all Club advertisements; tally all votes; and perform such other duties that the Board of Directors may delegate or direct.

The Chairperson of the Membership Committee shall deal with all things related to recruiting and coaching, will keep an accurate roll of members and will work with the Treasurer to ensure there is a correlation of membership registrations to membership fees collected and OLBA stickers distributed. The Chairperson of Membership will update the name tag board in the Clubhouse.

The **Chairperson of the Greens Committee** shall supervise the care of the Greens and keep the Clubhouse and grounds in good repair, provide a proposed budget for the up-coming year at the Spring Annual meeting and a written report of the season's expenditures at the Annual General Meeting and have the power to call on any volunteer help should occasion demand, in carrying out these duties.

The **Chairperson of the Tournaments Committee** shall receive the entries to the Club's scheduled inter-club Tournaments as listed in the OLBA Annual, communicate Tournament details and reminders to the entrants and advise the Tournament Convener of the number of entries. The Chairperson shall provide a written report regarding the operation of these Tournaments at the Annual General Meeting. Appropriate contact information for Tournaments will be published in any Club advertisements and specifically in the Club's listing in the OLBA Annual.

The **Member(s) at Large** shall perform such duties as may be directed by the Board of Directors. A Member at Large, in the absence or inability of the Past President, will be the Chairperson of the Nominations Committee.

Article 16 - Expenditures

Expenditures must be supported by invoices, receipts, contracts or other documentation. Members making approved expenditures on behalf of the Club must submit the appropriate documentation to the Treasurer for reimbursement.

Article 16 a) - Expenditure Authorization

No Officer may pay or authorize work to be paid in excess of five hundred dollars (\$500) without the approval of the Board of Directors, except in an emergency situation. In such an event, four members of the Board of Directors must be consulted. If any expenditure requires financing beyond five thousand dollars (\$5,000) a resolution outlining the proposal together with the financial requirements and the method of financing such requirements, must be approved by two-thirds of the Club members who are present at an Annual or Special meeting. Notice of intent to submit such a resolution, shall be posted at the Club and sent out to members via email at least ten days prior to the meeting.

Article 16 b) - Expenditure Payments

Payments of Club expenses, either to vendors or as reimbursement to members, are to be made by pre-authorized debit or cheque. Cheques must have signatures from two of three Officers holding such signing authority.

Article 17 - Board of Directors Authority

The Board of Directors shall have the authority to:

- Direct the Officers to transact the general business of the Club.
- Establish and appoint such committees and assistants as necessary.
- Cause to be employed or retained such legal counsel or accounting services necessary.
- Direct that the Chairpersons/Conveners/Event Coordinators carry out their duties.

An Officer may not contravene any decision made by the Board of Directors. An Officer or Director must declare any conflicts of interest

regarding Club business and must not take part in any discussion or vote on any issues for which the conflict is related.

Article 18 - Officer's Remuneration

The Officers of the Club shall not receive remuneration for acting as such.

Article 19 - Ownership

All Active, Life and Junior members in good standing are collectively said to be the "Owners" in name only of the Club. The Owners will have no title or claim to any of the assets or proceeds from the sale of any assets, including Real Property, of the Club. A member in good standing means that all required membership fees have been paid and the member has not since resigned, been suspended or expelled.

Article 20 - Dissolution

The dissolution of the Richmond Hill Lawn Bowling Club may only take place upon the passing of a special resolution requiring the corporation to be dissolved. A special resolution is a resolution that is passed by a two-thirds majority of the members present or represented by proxy at a special meeting held for the sole purpose of dissolving the corporation. Dissolution will be governed by the Ontario Business Corporations Act. Machinery, equipment and furnishings of the corporation will be sold and the proceeds used to pay any remaining debts and fees payable by the corporation. After all conditions have been satisfied and all debts paid, the remaining Real Property, consisting of the land and buildings, will be offered to the Town of Richmond Hill as a donation to be used for the pleasure and enjoyment of the citizens of the Town as part of the parks system.

Article 21 - Amendments to the By-Laws

Proposed amendments to these By-Laws must be submitted in writing to the Board of Directors, posted in the Clubhouse, and sent out to members by email at least four (4) weeks prior to the Annual General Meeting. The amendments will be voted on by members at the Annual General Meeting. A two-thirds approval vote of the members present is required.

Approved by the Board of Directors, August 22, 2018.

Approved by the Members, September 27, 2018.