THE RICHMOND HILL CANOE CLUB BYLAWS

By-law 0

Article 1 – The name of the corporation shall be "Richmond Hill Canoe Club", hereafter called the Club.

Article 2 –
a) The Club shall be a member of Canoe Kayak Canada (CKC).
b) The Club is located in the Western Ontario Division (WOD) of the CKC.

Article 3 – The emblem of the club in the CKC shall be oval, with name of club containing crossed canoe and kayak paddles.

Article 5 – The By-laws shall describe the organization and functions of the Club and the means by which members of the Club elect a Board of Directors and control the property and activity of the Club.

Article 6 – The Club shall be incorporated under the the *Ontario Not-for-Profit Corporations Act, 2010*, as amended (the "Act").

By-law 1
Paddling members are youth, juniors, seniors and adult masters 25 years of age and over who take to the water in a boat designed for development of technique or for racing in sprint canoe/kayak/war canoe and are registered as members of the Richmond Hill Canoe Club with the WOD and CKC.

By-law 2
Affiliates are persons who participate in the life of the club, in its operations, competitions, regattas and other events in roles including, but not limited to, official, boat driver, food service, boat and athlete transportation but are not members. Persons who participate in paddling programs associated with community outreach activities (including but not limited to: school war canoe challenge, canoe kids, SUP, Adult Intro, Dragon Boat, and special outings) are affiliates, but are not members.

By-law 3
Special Members are:

a) Parents and guardians of paddling members under the age of 18. (Parents of paddling members over the age of 18 are considered affiliates); and
b) Any individual granted the status of lifetime member by the Board of Directors by Ordinary Resolution.

By-law 4.0
Membership privileges, termination of membership, fee schedules and rules shall be determined as required by the Board of Directors or at meetings of the Members.

By-law 4.0.1

During the course of a membership year, paddling members and special members shall present concerns regarding the membership privileges, termination of membership, fee schedules and rules as set forth by the Board of Directors or in the By-laws in written form addressed to the Board of Directors.

By-law 4.0.2

The term of membership is from May 1 to April 30 and is effective upon payment of registration fees for the upcoming paddling season.

By-law 4.0.3

Membership and its privileges are not transferable.

By-law 4.1.0

Member in good standing is any member against whom there are no disciplinary actions or sanctions imposed, has remitted all documents as required, whose registration and racing fees are paid, and whose membership has not been revoked.

By-law 4.1.1

Members in good standing shall have

(a) access to appropriate programs and regattas,
(b) use of club equipment,
(c) supervision provided by the club and
(d) coaching provided by the club for programs for which they are registered and have paid the required fee.

By-law 4.2.0

Rules, policies and guidelines governing Safety, Code of Conduct, Team Boats and Disciplinary Procedures in effect for the season shall be posted and made readily available to all members, special members and affiliates.

By-law 4.2.1

The Code of Conduct shall include a list of actions which shall lead to suspension or termination of membership privileges. This list, termed "conduct injurious to the club" shall include actions against the physical or mental wellbeing of members as well as against the reputation of the club.

By-law 4.2.2

Before acceptance into a program, each member shall sign a form, which will be returned to the club, indicating that they have received a copy of the rules, policies and guidelines and that they have read and understands the rules, policies and guidelines.

By-law 4.3.0

The club shall have a posted Disciplinary Procedure to show how infractions to the posted Rules, Policies and Guidelines of the club will be handled.

By-law 4.3.1

The Disciplinary Procedure shall include

(1) a verbal warning, with a written record kept of the verbal warning

(2) a written warning

(3) an invitation to a documented interview with the Board; in the event that the invitation is declined, a documented meeting and action by the Board

(4) a suspension of membership privileges for a given time

(5) a termination of membership privileges.

Steps 4 and 5 will include 15 days written notice to the member after which the Board may pass a resolution authorizing disciplinary action, and the member is entitled to make a written submission opposing the disciplinary action, not less than 5 days before the end of the 15-day period.

By-law 4.3.2

The initial disciplinary action taken shall depend on the nature of the infraction.

By-law 4.3.3

Disciplinary action shall be taken only by the coaching staff, or the Board of Directors. Members, observing an action which they believe requires discipline, shall report it to one of the coaching staff or Directors.

By-law 4.4

A member with paddling privileges may have their membership suspended and/or terminated for the neglect of safety standards of the Richmond Hill Canoe Club.

By-law 4.4.1

An infraction involving the refusal to comply with safety regulations shall mean an immediate suspension of paddling privileges for a length of time determined by the Head Coach and the Commodore or designate. A member and/or their parent may appeal this suspension by requesting a meeting of the Board.

By-law 4.5

A paddling member or special member shall have their membership suspended and/or terminated for conduct injurious to the club, as defined in the Code of Conduct.

By-law 4.6

A special member who has had their membership terminated but continues conduct injurious to the club, as defined in the Code of Conduct, shall have the membership of their children suspended.

By-law 5.0

The control and management of the club shall be vested in the Board of Directors, which shall be comprised of a minimum of three (3) and a maximum of eleven (11) voting members elected for a 3-year term.

The Directors of the Club shall be elected in rotation and upon expiration of their respective terms of office, shall retire, but shall be eligible for re-election. At each Annual Meeting thereafter a number of Directors equal to the number of directors retiring that year shall be elected for a 3-year term.

By-law 5.0.1

The Board of Directors is to be made up of Members, Special Members and Affiliates. Affiliates are to make up no more than 30% of the Board of Directors. In order to be elected to the Board of Directors, one must be a Member in Good Standing.

By-law 5.0.3

The Board of Directors shall include a maximum of three (3) athlete representatives selected by their peers who are known as Board Observers. Board Observers are not considered to be Directors nor members of the Board and they do not have voting privileges. The athlete representatives will be non-voting and absent during discussions related to the employment, conduct, or performance of all of the coaches hired by the Club

By-law 5.0.3

An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

By-law 5.1

The Board shall delegate decisions on specific matters to the Head Coach. The delegation of authority to the Head Coach must be noted in the minutes of Board meetings.

By-law 5.1.1

Decisions regarding regatta entries and the crews for team boats shall be made by the Head Coach, with input from the coaching staff, according to guidelines provided by the Board.

By-law 5.2

At the first Board meeting following the Annual Meeting, the Board shall appoint a Commodore, a Treasurer, a Secretary and a Registrar. The Commodore shall be President and Chair of the Board. The Board may also appoint a Co-Commodore or Vice-Commodore.

By-law 5.2.1

Five days in advance of each board meeting, the Commodore or designate shall provide to all board members an agenda of business to be covered. The Commodore, or appointed designate, shall chair board meetings. Directors may participate by telephonic or electronic means.

By-law 5.2.2

The Treasurer shall supervise all financial matters, keep an accurate record of all monies received and disbursed and prepare financial reports for Board meetings, the Annual Meeting and General Meetings.

By-law 5.2.3

The Secretary shall record and distribute minutes of all Board meetings and maintain a file of all Club correspondence.

By-law 5.2.4

The Registrar shall maintain a current membership list for the Board and the coaching staff.

By-law 5.3.1

All expenditures shall require the approval of the Board. The Head Coach shall have express approval to acquire club related items for up to $200 per purchase without approval. All expenditures for fuel for Boats and the Truck are exempt from this by-law.

By-law 5.4

The Board shall be responsible for the hiring, salaries, job descriptions, appraisals, employment agreements, and assisting in the professional development of staff. The Head Coach's and Assistant Coach's contracts will be prepared by the Commodore, Coach Liaison, and Treasurer. The recommended contracts will then be presented to the board for voting.

By-law 5.5

Board shall be responsible for developing, updating and publicizing policies for the club.

By-law 6

When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting

By-law 7

All Directors must be notified at least seven (7) days in advance of upcoming board meetings. Each Director present at a meeting is entitled to cast a single vote for each motion. Motions must be recorded in the minutes of board meetings.

By-law 8

A minimum of three officers is required on the board: Commodore (Chair), Treasurer and Secretary. Officers have signing authority for the Club for all financial and legal matters.

By-law 9

A majority of the voting members of the board shall constitute a quorum.

By-law 10

Duties of officers and directors are determined by the board.

By-law 10.1

The office of any Director will be vacated automatically if:

a) The Director resigns;
b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
d) The Director is found to be incapable of managing property by a court or under Ontario law;
e) The Director is found by a court to be incapable;
f) The Director becomes bankrupt; or
g) The Director dies

An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

By-law 10.2

Each member of the Board must play an active role on the board. They must volunteer to take one (1) area of responsibility in the running or management of the club. Each member will be required to make monthly reports to the Board on that area of responsibility.

By-law 11.0

The Board may appoint committees it deems necessary to assist in the affairs of the club. The membership of each committee and its duties are to be recorded in the minutes of board meetings.

By-law 12

The Board shall hold office until the close of the meeting at which their successors have been elected.

By- law 13

The Club will hold an Annual Meeting of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting, within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the Annual Meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).Thirty days notice of the date of the meeting shall be given by mail or by e-mail by the Secretary.

By-law 13.1

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

a) The financial statements;
b) The auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Corporation.

By-law 14

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

By-law 15

The quorum for a meeting of the Members shall be fifteen (15) members who are eligible to vote.

By-law 16.1

To be in good standing at a meeting of the Members, all fees owed to the club must be paid in full prior to August 31. A final invoice will be sent with the notice of meeting.

By-law 16.2

To be in good standing a paddling or special member cannot be under suspension.

By-law 17

(a) Paddling members in good standing who reach 18 years of age on or before December 31 of the current year may nominate for the Board and vote at meetings of the Members.
(b) Special members in good standing may nominate for the Board and vote at meetings of the Members. The total number of votes per family cast by special members cannot exceed the number of paddling members under the age of 18. All eligible votes may be made by proxy.

By-law 18

Each individual eligible voter at an Annual Meeting or General Meeting is limited to casting a total number of votes based on their combined entitlement as a paddling member and special member as provided in By-law 17.

By-law 19

The Board (or designate) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The

Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.
At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

By-law 20

Voting on amendments to the By-laws and general business shall be by show of hands, unless a written ballot is requested by the Chair or any member. An abstention shall not be considered a vote cast. If there is a tie vote, the Chair shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

By-law 21

Voting for Directors of the Board shall be by secret ballot.

By-law 22

The fiscal year of the club shall be from May 1 to April 30.

By-law 23

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by 80% resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

a) The Corporation's articles and By-laws;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) A register of Directors;
g) A register of Officers;
h) A register of Members; and
i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

By-law 24

Subject to the next section (when applicable), these By-laws may only be amended, revised, repealed or added to by:

a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution

A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

a) Change the Corporation's name;
b) Add, change or remove any restriction on the activities that the Corporation may carry on;
c) Create a new category of Members;
d) Change a condition required for being a Member;
e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
g) Add, change or remove a provision respecting the transfer of a membership;
h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
i) Change the purposes of the Corporation;
j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
l) Change the method of voting by Members not in attendance at a meeting of the Members; or
m) Add, change or remove any other provision that is permitted by the Act

By-law 25

Upon dissolution of the club, any assets belonging to the City of Richmond Hill will be returned to the Town. Any monies received through Charitable Gaming Association (CGCA) will be distributed to an charity or charities eligible to receive cGaming proceeds in Ontario, as per licensing agreement between the Club and CGCA. The balance of the club's assets will be turned over to the WOD to be held in trust for a period of five (5) years pending the creation of another club in the City of Richmond Hill, failing which, the said assets will become the property of the WOD to be disposed of in a manner assisting the sport.

By-law 26

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

a) Minutes of the preceding Annual Meeting
b) Presentation of Annual Reports by Commodore, Treasurer, Registrar and Head Coach.
c) Presentation of the Report of the Auditor or person who has been appointed to conduct a review engagement.
d) Reappointment or new appointment of the Auditor or person to conduct a review engagement.
e) Proposed budget for the upcoming fiscal year.
f) Amendments to the By-laws.
g) Election of the Board.
h) Other business as set out in the notice of the Annual or General Meeting.

Signed by _____ _____
Julie Ban (Commodore) Donna Schoales (Secretary)

Dated 2024-08-16 2024-08-16