



BARRIE ROWING CLUB BY-LAWS

(as amended/revised 2018-11-05)

BY-LAW NUMBER 1 (As Introduced August 15, 2004)

A BY-LAW relating generally to the transaction of the business and affairs of the BARRIE ROWING CLUB, BE IT ENACTED as a by-law of the BARRIE ROWING CLUB as follows:

COLOURS

1. The colours of the club shall be Oxford blue, red and white.

CLUB CREST

2. The official crest of the club shall be a single scull rowing shell with two oars with the club's name displayed.



SEAL

3. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the club.

BOARD OF DIRECTORS AND TERM OF OFFICE

4.A The affairs of the Club shall be managed by a Board of Directors. There shall be seven Directors including the President elected by the Club. In addition, any association recognized by the Board of Directors as an affiliate of the Barrie Rowing Club may appoint one Board Representative. To be elected and serve as a Director a person must be a member in good standing with the Club or be a parent of a Junior Member in good standing. Elected Directors shall serve a term of one year unless otherwise stipulated.

4.B The Primary Portfolios identified below are normally divided between the Club's Directors. Where necessary or expedient, the Directors may call upon non-Directors to assist with or take responsibility for one or more of these portfolios.

1. Finance
2. Equipment
3. Acquisitions
4. Safety
5. Facilities
6. Fundraising
7. Bingo
8. Programming
9. Membership
10. Special Events Coordinator
11. Volunteers
12. Communications

4.C With the exception of the President and Treasurer, all Board positions shall be elected each year.

4.D Nominations of Directors shall be made in writing to the Secretary and presented at the annual meeting of the members; the consent in writing of the nominee of his willingness to stand for election must be filed with the nomination. A member may not nominate himself as a Director of the club. A member who has been suspended at any time during the 12 months prior to the date for filing nominations shall not be eligible for election.

4.E The Board of Directors or Members of the club may, by resolution passed by at least two-thirds of eligible votes cast at a Board meeting and/or annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any elected Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting elect any person in his/her stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office be filled by the Directors from among the qualified members of the club, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual general meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided

QUORUM AND MEETINGS, BOARD OF DIRECTORS

6. A majority of the elected Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Board meetings may be formally called by the President or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, e-mailed or faxed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place.

The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held,

without notice, immediately following the annual general meeting of the club. The Directors may consider or transact any business either special or general at any meeting of the Board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

7. No error or omission in giving such notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

8. Questions arising at any Board meeting shall be decided by a majority of votes. The chairman of the meeting shall not vote except in a case of an equality of votes. In such a case, the chairman shall cast the deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way, by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by another Director as the Board may from time to time appoint for the purpose.

POWERS

9.A The Directors of the club may administer the affairs of the club. This may include but is not limited to the purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of assets or any right or interest therein owned by the club, for such consideration and upon such terms and conditions as they may deem advisable.

9.B Spending Limits

While most spending decisions are made by votes of the Board of Directors, spending decisions between meetings may be made by Directors or Officers, subject to the limits and roles outlined below:

The club's facilities/equipment Director may, at his or her discretion, spend up to \$200 for equipment or maintenance services. A consensus of the Officers (President, Treasurer and Secretary) may spend up to \$500 for equipment or services.

These expenditures will be reported to the Board as a whole at the next regularly convened Board meeting.

REMUNERATION OF DIRECTORS

10. The Directors shall receive no remuneration for acting as such.

OFFICERS

11. The Club executive consists of a President, a Secretary, and a Treasurer. The President is elected; the Secretary and Treasurer may be appointed if multiple candidates do not stand for the position. The election of Officers shall be by secret ballot. Each Officer candidate may be nominated by any Club member in good standing. A Director is elected President of the club but not for more than two years consecutively. Nominations for Treasurer must be approved by the Board members present at the AGM.

DUTIES OF PRESIDENT

12. The President shall, when present, preside at all meetings of the members of the club and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the club. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by

another Director as the Board may from time to time appoint, for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

13. The Secretary shall be ex officio clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors. The Secretary shall be the custodian of the seal of the club and all records, correspondence, contracts and other documents belonging to the club which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. Working in conjunction with the Board and club committees, the Secretary shall ensure that records of all club events and other matters of general interest to the club are kept, and perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

14. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the club in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the club in such bank or banks as may from time to time be designated by the Board of Directors.

The Treasurer shall disburse the funds of the club under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the club. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

The Treasurer shall annually present a budget to the Board of Directors for its approval.

DUTIES OF OTHER BOARD MEMBERS

15. The duties of all other members of the Board shall be such as the terms of their engagement call for or the Board of Directors requires of them.

PAST PRESIDENT

16. The past President shall serve as a link with the previous year's Board of Directors, working with new Board members in assuming their respective roles. The past President shall chair all Board and general meetings in the absence of the President.

COMMITTEES

17. There shall be the committees referred to hereafter and such additional committees as the Directors deem necessary and they shall have such duties and powers as the Directors may determine.

MEMBERSHIP COMMITTEE

18. There shall be a Membership Committee composed of at least one Board Representative. The Membership Committee shall be responsible for the assessment and collection of Club dues and ensure all applicable member fees are paid to ORA and RCA as required.

The Membership Committee shall annually review Club dues, fees and categories of membership. The Membership Committee shall recommend to the Board policies, which will promote the development of the Club.

The Membership Committee shall review and consider the application of any person to become a member of the Club. The Membership Committee shall consider any application by any association to affiliate with the Club and make appropriate recommendations to the Board.

PRIVATE BOAT STORAGE COMMITTEE

19. There shall be a Private Boat Storage Committee composed of at least one Board Representative and one individual without ownership of a personal rowing shell. The mandate of PBSC was to: a) establish and administer rules/policies to govern the use and storage of private boats, b) establish a plan for future growth of private boats that was consistent with the clubs long-term strategic plan. The PBSC will remain a standing committee as outlined its terms of reference. Its Committee Chair shall be appointed by the Officers of the Board annually, to correspond with its fall annual general meeting.

EXECUTION OF DOCUMENTS

20. Deeds, transfers, licenses, contracts and engagements on behalf of the club shall be signed by the President and by the Secretary or the Treasurer, and the Secretary shall affix the seal of the club to such instrument as require the same. Contracts in the ordinary course of the club's operations may be entered into on behalf of the club by the President, Secretary, Treasurer or by any person authorized by the Board.

BOOKS AND RECORDS

21. The Directors shall see that all necessary books and records of the club required by the by-laws of the club or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

22. Membership in the Club shall consist of such persons as are admitted as members by the Board.

CLASSES OF MEMBERSHIP

23. There shall be two classes of memberships. A Junior membership and a Non-Junior membership. Junior members have full voting privileges at the AGM except for electing the 3 Officer positions. Junior members may have a Board Representative elected by the other Junior members. The Junior representative has a full vote for all positions. All voting members must be a member in good standing in the current calendar year. To be classified as a Junior member, the member must be nineteen years of age or younger during the current calendar year.

SETTING OF MEMBERSHIP DUES AND OTHER FEES

24.A Annual membership dues and initiation fees shall be determined by the Board of Directors.

24.B The Board of Directors shall determine fees to be levied upon members for the use of facilities and activities offered by the Club.

APPLICATION FOR MEMBERSHIP

25. Upon application for membership a person shall submit a complete application and acknowledgement (if applicable) in the form prescribed by the Board of Directors and all fees required to become a member. A copy of the application and acknowledgement (if applicable) shall be forwarded to the Membership Committee for consideration. The application must be dealt with within 30 days of its submission.

In the event of rejection the applicant shall have all moneys submitted to the Club returned. The rejected applicant shall on request receive a full written explanation stating reasons for the rejection. A rejected applicant may appeal the rejection to the Board of Directors. The applicant shall be entitled to call witnesses and be represented by an agent in any hearing before the Board.

PAYMENT OF MEMBERSHIP DUES

26. All membership dues shall be payable on April 1st of every year.

AFFILIATE CLUB MEMBERSHIP

27. The Board of Directors may allow an association or Corporation whose object is the promotion of athletic competition or games to affiliate with the Club on terms to be determined by the Board of Directors.

USE OF CLUB BUILDING

28. The Board of Directors may grant use of the Club to any person, group of persons, associations or corporations subject to conditions to be determined by the Board.

ASSESSMENTS

29. All members of the club shall be liable to be assessed for club purposes at the discretion of the Board of Directors.

EXPULSION

30. The Board of Directors may suspend or expel any member who is guilty of misconduct. The Board may also require any member to compensate the Club for damage caused to Club property.

A suspended member shall be subject to restrictions and conditions placed on the member's use of the Club by the Board.

An expelled member shall cease to be a member of the Club.

Disciplinary action shall not be taken by the Board of Directors unless the member involved has been given notice of the matter at least 10 days prior to such time as the matter is to be considered by the Board.

Notice to a member shall state the material facts of the complaint against the member, the time and date of hearing, shall inform the member of a right to appear, call witnesses and be represented by an agent and shall inform the member that failure to respond to the notice will result in the Board considering the matter in the absence of the same member. The Board shall notify a member of its decision within seven days of any hearing. Such notice to a member shall state the facts upon which the Board relies, the reasons for its judgments, the penalty imposed and inform the member that this decision may be appealed before the attending members at the next consecutive annual general meeting.

ANNUAL, GENERAL AND SPECIAL MEETINGS OF MEMBERS

31.A Annual General Meetings

The Board shall conduct one annual meeting in the Fall (within 60 days of the end of the rowing season).

Quorum: There is no necessity for a quorum at the annual general meeting.

Purpose: To elect club Officers and appoint general portfolio positions and to make any necessary changes to the Constitution or By-laws.

Notice: At least ten days notice of Annual General Meetings shall be given to all voting members (as recorded on the membership list, as of 30 days prior to the date set for such Annual General Meeting) of the Club and not more than forty days before the annual general meeting; in a manner that the Board deems expedient.

31.B Special Meetings: The Board, at its discretion, may call a Special meeting for the voting members of The Club. A Special Meeting may also be called by a petition of not fewer than 15 members of The Club. Upon presentation of such petition, the Board shall call a Special Meeting within 45 days of the presentation of such petition.

Notice: – At least ten days notice of Special Meetings shall be given to all voting members (as recorded on the membership list, as of 30 days prior to the date set for such Special Meeting) of The Club in a manner that the Board deems expedient.

ERROR OR OMISSION IN NOTICE

32. No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general, of the club shall invalidate such meeting. For the purpose of sending notice to any member, Director or Officer, the address used shall be his last address recorded on the books of the club.

VOTING OF MEMBERS

33. Each voting member shall at all meetings of members be entitled to one vote.

At all meetings of members every question shall be decided by a majority of the votes of the voting members present in person unless otherwise required by the by-laws of the club, or by law.

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every voting member shall have one vote, and unless a count be demanded a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the club shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

The demand for a count may be withdrawn, but if a count be demanded and not withdrawn the question shall be decided by a majority of votes given by the voting members present, and such count shall be taken in such manner as the chairman shall direct and the result of such count shall be deemed the decision of the club in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a count, the chairman shall be entitled to cast a vote.

FINANCIAL YEAR

34. Unless otherwise ordered by the board of Directors, the fiscal year of the Club shall terminate on the 31st day of December in each year.

BANKING ARRANGEMENTS

35. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the club, shall be signed by such Officer or Officers, agent or agents of the club and in such manner as shall from time to time be determined by resolution of the board of Directors and any two of such Officers or agents must endorse notes and drafts for collection on account of the club through its bankers, and endorse notes and cheques for deposit with the club's rubber stamp for the purpose.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

36. The securities of the club shall be deposited for safekeeping with one or more bankers, trust bankers, trust companies or other financial institutions to be selected by the board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the club signed by two Officers, or agents of the club and in such manner shall, from time to time, be determined by resolution of the board of Directors and such authority may be general or confined to specific instances.

NOTICE

37. Whenever under the provisions of the by-laws or constitution of the club, notice is required to be given, such notice must be given in writing, including any or all of post, fax, e-mail, newsletter or club bulletin board.

BORROWING

38. The Directors may from time to time (a) borrow money on the credit of the club; or (b) issue, sell or pledge securities of the club; or (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the club, including book debts, rights, powers, franchise and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the club.

From time to time the Directors may authorize any Director, Officer or employee of the club or any other person to make arrangements with reference to the moneys borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given there for, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the club as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the club.

INTERPRETATION

39. In these by-laws and in all other by-laws of the club hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.