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## **Article 1 - Bylaws**

- 1.1 The purpose of these bylaws is to provide guidelines for the operation and conduct of the Niagara-on-the-Lake Tennis Club.
- 1.2 This bylaw replaces all past bylaws.
- 1.3 A copy of the bylaws of the Club shall be available for the inspection of members.

## **Article 2 – Name and Location**

- 2.1 The corporation / organization shall be known as the Niagara-on-the-Lake Tennis Club hereinafter referred to as “the Club” and shall carry on as a not-for-profit tennis club.
- 2.2 The physical location of the corporation shall be at 370 King Street (Memorial Park), in the town of Niagara-on-the-Lake in the province of Ontario.

## **Article 3 – Purpose and Objectives**

- 3.1 To encourage and promote the game of tennis at all age levels regardless of ability.
- 3.2 To work with the Town of Niagara-on-the-Lake to promote the sport of tennis in our community and provide programs, based on resources available.
- 3.3 To develop rules and regulations for the Club which support the enjoyment of the game of tennis by all members.
- 3.4 Liaise and co-operate with other tennis organizations as required, for the enhancement of the Club’s objectives.
- 3.5 Develop and implement a feasible and affordable Capital Expenditure Program for the upkeep and improvement of the existing facilities and the inclusion of new projects in response to the needs of the membership and in conjunction with the Town of Niagara-on-the-Lake.

#### **Article 4 – Affiliation**

The Club shall have the following affiliations:

- 4.1 The Club shall be a member of the Ontario Tennis Association (OTA).
- 4.2 The Club shall be affiliated to Tennis Canada through the OTA.

#### **Article 5 – Membership**

- 5.1 Membership will be open to all. Non-residents of the Town of Niagara-on-the-Lake are levied a surcharge on membership fees, as stipulated by the Town of Niagara-on-the-Lake.
- 5.2 All members must agree to abide by the Bylaws, Rules and Regulations of the Club.
- 5.3 The membership year will be shall begin on April 1st of one year and end on March 31st of the following year.
- 5.4 There shall be three categories of membership: Adult; Family; and Student (up to 21 years of age, as of October 31 of the membership year)
- 5.5 Memberships are non-transferable.
- 5.6 The Club reserves the right to restrict the maximum number of members eligible to join the Club.
- 5.7 At its discretion, the Board of Directors may offer additional membership types from year-to-year and designate specific memberships as “Honorary”. An Honorary Membership is entitled to full Club benefits, including voting privileges in accordance with other articles in effect. “Honorary” members are awarded at the discretion of the Board, on an exception basis, in extraordinary circumstances.
- 5.8 A member in good standing is one who has paid any membership dues or other fees owing to the Club by the required deadlines and who is not the subject of a disciplinary investigation or sanction by the Club.

## **Article 6 – Disciplinary Action**

- 6.1 Any allegations of improper conduct and behavior by Club members shall be investigated by the Board of Directors or by an ad hoc Conduct and Behavior Committee, composed of at least two adult members.
- 6.2 Membership may be suspended or cancelled by the Board of Directors for conduct considered prejudicial or harmful to the Club and/or its members.
- 6.3 The member in question shall be advised by email or registered post of such recommendation in care of the member's email or residence as indicated on the books of the Club.
- 6.4 The member shall also be advised of the date, time and place of the meeting of the Board of Directors which will consider this recommendation and shall be told that she or he has the opportunity to attend the meeting in order to show cause as to why the recommendation should not be implemented.
- 6.5 Where the member is a Junior Member, registered notice shall be sent to the member's parent(s) or guardian(s), where possible, with an invitation to attend the said meeting.
- 6.6 Suspension or Cancellation of membership shall occur upon resolution of the Board of Directors at a duly constituted meeting. Disciplinary decisions will require a vote of unanimous agreement by a quorum of the attending Directors.

## **Article 7 - Fiscal year**

7. The fiscal year of the Club shall begin on April 1st of one year and end on March 31st of the following year.

## **Article 8 - Fees**

- 8.1 The Board of Directors shall propose membership fees for the following membership year, to be approved at the AGM.
- 8.2 There will be separate fees for each category of membership:
  1. **Adult Membership:** Any single adult member with voting privileges.
  2. **Family Membership:** Consists of two voting adult members; Applicant & Partner / Spouse Applicant, residing in the same domicile. Up to four

dependent children, under the age of 21, also residing in the same domicile can be included in this membership. Dependent children listed under a Family Membership do not have voting privileges.

3. **Student Membership:** A member under the age of 21. Voting privileges are not provided.
  4. **Non-Resident Surcharge** This additional fee is determined by the Town of Niagara-on-the-Lake, and is added to each membership on record where the member's residence is outside of the boundaries of Niagara-on-the-Lake. All these monies are paid directly to the Town of Niagara-on-the-Lake.
  5. **Guest Membership:** This is limited benefit membership providing access to Club facilities for a limited time period, as specified by the Board. Voting privileges are not provided.
- 8.3 The Club will respect each member's right to privacy. Members have the right to request that the Club will not release or publish personal information. Limited membership information; name, phone # and email address is posted in a member directory to assist in general communication among members as defined in the Terms of Use clause in the membership application form.
- When the Board is officially requested, in writing, by a member, this information will be removed from the Club Directory for the current membership year, as soon as possible after receiving written notification. The Club is not responsible for any printed directory in circulation or production prior to the Board having received written notice regarding a request for exclusion.
- 8.4 Any member in good standing may introduce a visitor to the Club. Guest fees are determined by the Board of Directors. The Board may restrict the number of times a non-member can come to The Club as a Guest.
  - 8.5 Members are responsible for the conduct of their guests.
  - 8.6 Membership fees are not refundable. Specific requests can be submitted to the Board, in writing, and will be considered in exceptional circumstances only.
  - 8.7 Failure of members to pay their fees by the date set by the Board of Directors will result in the loss of playing privileges. The member status will be set to "lapsed" until full payment is received.

## **Article 9 – Rules and Regulations**

- 9.1 The rules and regulations of the Club governing such items as access to premises, court booking, allocation of courts for leagues, tournaments, special events, dress code and the closing of courts for maintenance purposes shall be as determined by the Board of Directors.
- 9.2 Club rules and regulations shall be published and made available to all members as soon as practicable in the playing season and must be observed by all members and guests. Club Rules are also posted in the Member Only section of the Club website.

## **Article 10 – Board of Directors**

- 10.1 The property and business of the Club shall be managed by a Board of Directors.
- 10.2 The Board of Directors of the Club shall consist of between 6 and 8 Directors including any or all the following:

|                |  |
|----------------|--|
| President      | Vice President                         |
| Past President | Secretary                              |
| Treasurer      | Directors-at-Large (up to 3 positions) |

- 10.3 The Board of Directors shall endeavor to carry out its duties in a manner consistent with the purpose of the organization and in keeping with the best interests of the Club.
- 10.4 A Director shall be a minimum age of eighteen (18) years and be a Voting Member for a minimum of one “playing season” prior to joining the Board of Directors.
- 10.5 No member of the Board of Directors shall be compensated for the provision of services associated with their duties.
- 10.6 No Board Member shall be permitted to hold any paid position with the Club during his / her term of office.
- 10.7 No paid employee or contractor of the Club shall be a member of the Board of Directors.

10.8 The position of Director shall be automatically vacated:

- I. If at a special general meeting of members, a resolution is passed by members present at the meeting that the Director be removed from the Board;
- II. If a Director has resigned from the Board by delivering a written resignation to the secretary;
- III. If a Director is found by a court to be of unsound mind.

10.9 If a vacancy occurs for any reason, the Board of Directors may, by majority vote, appoint a member of the Club to complete the term of the previous Director.

### **Article 11 – Powers of Directors**

11.1 The Board of Directors shall manage the administration of the Club, authorize expenditures, investments of Club funds, borrow money upon the credit of the Club, and enter into lawful contracts with suppliers, contractors and individuals to a maximum of three thousand dollars (\$3,000).

11.2 Any expenditures, loans or contracts exceeding this maximum amount must be approved by a majority vote of members attending a General Meeting.

11.3 The Board of Directors will develop, implement and monitor a long-term capital expenditure plan to ensure the maintenance and improvement of tennis court facilities and inclusion of new projects to respond to membership needs, in conjunction with the Town of Niagara-on-the-Lake.

### **Article 12 – Duties of Directors**

12.1 The President, in absentia, the Vice-President, shall have overall responsibility and authority for all aspects of the operation of the Club.

12.2 The President shall:

- Be an officer of the corporation.
- Be the official representative and designated spokesperson for the Club.
- Preside at and chair all meetings of Members and of the Board of Directors.

- Perform such functions as the Board of Directors shall assign.
- Be the Chief Executive Officer of the Tennis Club and be responsible for the functions of the Board of Directors.
- Be a signing authority.
- Be an ex-officio member of all committees and sub-committees.
- Be responsible for the promotion and maintenance of a positive club profile in the community.
- Ensure that the Club is represented at all external meetings and meetings of significance.
- Appoint from time to time such special committees as deemed necessary.
- Suspend any Member or Director from the privileges of The Club or the duties of this office, until the next meeting of the Board of Directors, but not in any case more than thirty (30) days, from when the offense for which such suspension was made shall be dealt with by the said Board.
- Be responsible for organizing one Club function.

#### 12.3 The Vice-President shall:

- Be an officer of the corporation.
- Carry out the duties of the President in his or her absence.
- Be a signing authority.
- Assist the President in overseeing the day-to-day operation of the Club.
- Be responsible for the promotion and maintenance of a positive club profile in the community.
- Perform any other duties as assigned by the President or the Board of Directors, including the organization of one Club function.

#### 12.4 The Secretary shall:

- Be an officer of the corporation.



- Keep all records of the Club, except the accounting records.
- Be a signing authority
- Keep the letters patent, and all legal documents of incorporation of the Club in a permanent file in a secure location.
- Serve notice of meetings and record all minutes of duly constituted meetings of the Club, including Board of Directors meetings and member meetings.
- Serve notice of upcoming Board Positions, as defined in Article 14, and post final list of members standing for each position up for election.
- Publish and post agendas and approved minutes of all duly constituted meetings of the Club, including Board of Directors meetings.
- Maintain copies of all significant correspondence related to the Club.
- Keep a record of the membership and the addresses of members.
- File information returns as required to maintain the legal status of the corporation.
- Perform any other duties as assigned by the President or the Board of Directors, including the organization of one Club function.

#### 12.5 The Treasurer shall:

- Be an officer of the corporation.
- Be responsible for all monies of the Club and for their deposit in the name of and to the credit of the Club in a chartered bank or credit union.
- Be a signing authority.
- Dispense funds with the approval of the Board of Directors.
- Recommend a policy for the investment of club funds to the Board of Directors.
- Ensure that the signing officers are any two of the designated members of the Board of Directors.

- Be responsible for reconciling and reporting to the Board of Directors the financial accounts of the Club at each board meeting.
- Prepare an annual budget with regard to the current and future financial obligations of the Club and track expenditure against the budget.
- Prepare an annual report and make the financial records available for audit as required.
- Evaluate, review and recommend financial policy to the Board of Directors.
- Perform any other duties as assigned by the President or the Board of Directors, including the organization of one Club function.

12.6 The Immediate Past President shall:

- Chair the Volunteer Recognition Committee
- Chair Board of Directors meetings in the absence of the President and Vice-President
- Maintain and update Bylaws and Policies and present recommended changes to the Board of Directors
- Perform any other duties as assigned by the President or the Board of Directors, including the organization of one Club function.

12.7 Director (s) at Large shall:

- Chair one or more operational committee(s) and report back to the Board on committee activity.
- Perform any other duties as assigned by the President or the Board of Directors, including the organization of one Club function.

### **Article 13 - Term of Office**

- 13.1 The elected term for the Board of Directors shall be two (2) years. Directors will be elected at the Annual General Meeting. Within 30 days, after the AGM, the Board will convene and appoint Officers and portfolios of responsibility. Club Members will be advised of the Offices / Portfolios held by each Director by posting on the Club website and / or any other method of communication viewed appropriate by the Board.
- 13.2 Following election for two (2) consecutive terms of office, no Director may stand for election to the Board.
- 13.3 A Director who has served the maximum terms of office as set out in 13.2, shall not be eligible to stand for election to the Board of Directors for the next year, but may stand for election the following year, or at any future time.
- 13.4 Terms of office may be extended by Resolution of the Board of Directors in the event there are insufficient candidates available to fill the position by election or to ensure that there is continuity of Board Members.
- 13.5 In the event of a vacancy occurring after the Annual General Meeting, a successor may be appointed by the Board of Directors and such appointment, if any, shall be from within the membership and for the remainder of the term for that position.

### **Article 14 – Election to the Board of Directors**

- 14.1 Twenty-one days (21) prior to the Annual General Meeting, the Secretary shall post a list of “open” Director position’s on the Club website and on the Tennis Pavilion Bulletin Board for election at the AGM. A closing date for nominations will be posted and will not be less than 7 days before the election.
- 14.2 Board members currently holding those positions may be nominated for re-election, provided they have not reached their maximum term on the Board as outlined in Article 13.
- 14.3 Nominations for a candidate for the position of Director must be submitted by email, to the Club email address, and include the names of two Club Members that submit this nomination. Emails must be received by the posted deadline for nominations. The Member being nominated will be referred to Article 12 & Article 15 of the Club Bylaws. The Club Secretary confirm their acceptance of the nomination and their willingness to accept the responsibilities of Directorship, in

the event their nomination is successful. Confirmation by the nominee to accept the nomination must be made by email to the Club Secretary no later than 2 days of the closing date of nominations.

- 14.4 Sitting Board Members can nominate Club Members to any open Director position.
- 14.5 Five (5) days prior to the Annual General Meeting, the Secretary will post on the members-only section of the Club website, and on the Tennis Pavilion Bulletin Board, the names of the candidates that have confirmed their acceptance to stand for election.
- 14.6 At the Annual General Meeting members will first approve positions where only one candidate has indicated a willingness to serve in a particular position.
- 14.7 Members will vote on positions contested by two (2) or more candidates. Voting shall be by secret ballot. Scrutineers will comprise two (2) directors or appointed members, neither of whom is nominated in the voting being undertaken. Proxy or absentee ballots are not accepted for voting at the AGM.
- 14.8 In the event that an open Director position cannot be filled at the AGM, the Board has the discretion to make an appointment during the term of this open Directorship.

#### **Article 15 – Directors’ Meetings**

- 15.1 Meetings of the Board of Directors may be held at any time provided that a minimum of 48 hours written notice be given.
- 15.2 Each Director is obligated to attend the majority of Board meetings and to chair at least one operational committee of the Club.
- 15.3 Each Director is authorized to exercise one vote.
- 15.4 The Chair will only vote to decide the outcome of a tie.
- 15.5 A majority of Directors shall constitute a quorum for meetings of the Board of Directors.
- 15.6 Should the number of Directors attending a meeting fall below a quorum, motions presented at that meeting must be ratified at a subsequent meeting with a quorum present.

## **Article 16 – Indemnities to Directors**

- 16.1 Every Director shall be indemnified through the provision by the Club of Commercial General Liability Insurance and Directors and Officers Insurance with respect to any matter related to the duties of his office, except those occasioned by willful neglect or default.
- 16.2 A Director is always liable for:
- i. A breach of the director's fiduciary duty to the corporation for failing to act in the best interests of the corporation
  - ii. Failing to exercise the requisite standard of care in discharging his duties on behalf of the corporation.
  - iii. Authorizing or participating in a civil or criminal offence, regardless of the timing of his resignation.

## **Article 17 – Meetings of Members**

- 17.1 The annual or any other general meeting of the members shall be held at a location and date as determined by the Board of Directors.
- 17.2 At every annual meeting, in addition to any other business that may be transacted, the President's Report, the Treasurer's Report including the appropriately reviewed financial statement for the past year and any other Director's Report will be presented.
- 17.3 The Board of Directors or the President shall have the power to call, at any time, a general meeting of members.
- 17.4 The Board of Directors shall also call a special general meeting of members on written request of a minimum of 25% of the Club members. The request shall set forth the object of the meeting and shall be delivered to the President or Secretary.
- 17.5 Twenty-one (21) days notice shall be posted, e-mailed and communicated to each member of any annual or special general meeting.
- 17.6 Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgment on the decision to be made.

- 17.7 Each voting member present shall be 18 years of age or older, shall hold an Adult Membership or be the Primary Applicant or Spouse / Partner Applicant on a Family Membership, and shall have the right to exercise one vote.
- 17.8 A majority of votes cast by members present shall determine the question. Decision is by majority vote, excluding the Chair. The Chair will cast the deciding vote in the event of a tied vote.
- 17.9 At all meetings, members must vote in person. In special circumstances the Board may determine to allow a proxy voting process or determine a process to allow electronic voting (via email). This process is to be identified when the special member meeting is announced.
- 17.10 Voting on Club business issues will be done by a show of hands and a decision made by the Chair. Any two members can request a poll be taken and official vote counts be recorded.

#### **Article 18 - Committees**

- 18.1 The Board of Directors shall have supervision and jurisdiction over all committees.
- 18.2 All committees shall report to the Board of Directors, and no committee shall make any expenditure or incur any expenses or pledge the credit of The Club in any way without the authority of the Board of Directors.
- 18.3 The Board of Directors may from time to time appoint other committees for general or special purpose as they may from time to time deem expedient, and notwithstanding anything in these bylaws to the contrary, may add to any or all committees such member or members as they deem advisable.
- 18.4 All Committees that collect funds from Club Members are to submit and Summary of Expense and Revenue to the Board at the conclusion of the event. Excess funds from any Club event are to be remitted to the Club.

## **Article 19 - Amendment of Bylaws**

- 19.1 Directors may recommend amending or repealing any part or parts of this bylaw by presenting a motion at an Annual or General Meeting of the members.
- 19.2 Such a motion must be confirmed by a majority vote at an Annual or General Meeting.

## **Article 20 - Definitions**

- (a) "**Act**" the Ontario Corporations Act R.S.O. 1990, Chapter c.38, and any statute amending or enacted in substitution therefore, from time to time.
- (b) "**AGM**" the Annual General Meeting of the Niagara-on-the-Lake Tennis Club.
- (c) "**Board**" refers to the Board of Directors (elected or appointed). "Board Members" may also be referred to as "Directors"
- (d) "**Bylaws**" refers to this bylaw and all other bylaws of the Club that may be enacted from time to time hereafter.
- (e) "**Club**" refers to the Niagara-on-the-Lake Tennis Club.
- (f) "**Director**" individual who has been elected or appointed to the Board of Directors.
- (g) "**In good standing**" shall refer to a member who has paid any required membership dues or other fees owing to the Club and who is not the subject of a disciplinary investigation or sanction by the Club.
- (h) "**Letters Patent**" refers to the letters patent incorporating the Club as from time to time amended by supplementary letters patent.
- (i) "**Meeting of Members**" includes an AGM and a general meeting of members.
- (j) "**Members**" all classes of membership in the Club as provided for in Article 5.
- (k) "**OTA**" shall refer to the Ontario Tennis Association.
- (l) "**Policies**" are written statements governing issues which have been considered and approved by the Board of Directors.

(m) **“Quorum”** refers to the minimum number of members required to give authority to a Board of Directors meeting.

(n) **“Term of Office”** the length of time that a Director may serve on the Board without having his position renewed.



## NIAGARA-ON-THE-LAKE TENNIS CLUB BY-LAWS

**ENACTED** BY THE Board of Directors this 28th day of August, 2013

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President

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Secretary

**Confirmed** by a majority of members the 3<sup>rd</sup> day of October, 2013

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Secretary