

German Mills Tennis Club

Club Constitution and Bylaws

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Article 1 – Constitution & Bylaws

- 1.1 The purpose of this Constitution & Bylaws is to provide guidelines for the operation and conduct of German Mills Tennis Club.
- 1.2 This Constitution & Bylaws replaces all past constitutions & bylaws.
- 1.3 A copy of the Constitution & Bylaws of the Club shall be made available upon request at all times for the inspection of members.

Article 2 – Name and Location

- 2.1 The organization shall be known as German Mills Tennis Club hereinafter referred to as “the Club” and shall carry on as a not-for-profit community tennis club.
- 2.2 The location of the organization shall be at 19 Simonston Blvd in the City of Markham, 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 respect and observe the regulations of the City of Markham in relation to tennis.
- 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.

Article 4 – Affiliation

4. 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, regardless of race, colour or creed.

5.2 All members must agree to abide by the Constitution & Bylaws, Rules and Regulations of the Club.

5.3 The membership year will be from 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 Juniors (up to 18 years of age).

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.

5.8 A member in good standing is one who has paid any membership dues or other fees owing to the Club 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 Behaviour 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 majority vote by a quorum of the attending Directors.

Article 7 - Fiscal year

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

Article 8 - Fees

- 8.1 The Board of Directors shall set membership fees before the start of each playing season.
- 8.2 There will be separate fees for each category of membership:
- Adults
 - Family
 - Juniors (Up to 18 years of age)
- 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.
- 8.4 Any member in good standing may introduce a visitor to the Club. Guest fees are to be decided by the Board of Directors. The Board may restrict the number of times the visitor can come to the Club.

- 8.5 Members are responsible for the conduct of their guests.
- 8.6 Requests for membership refunds must be approved by the Board of Directors and are generally given only for medical reasons as certified by a doctor's note.
- 8.7 Failure of members to pay their fees by a date set by the Board of Directors will result in the loss of playing privileges.

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.

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 any or all the following:

President	Facilities Director
Vice President	Junior Development Director
Past President	Social Director
Secretary	Tournament Director
Treasurer	Marketing Director
Membership Director	Director(s)-at-Large

- 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.
- 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 salaried 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 office 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 office;
 - II. If a director has resigned office 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 contained in paragraph 10.8, 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 administer the affairs of the Club in all things, 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 twenty-five thousand dollars (\$25,000 CAD).
- 11.2 Any expenditures, loans or contracts exceeding this maximum amount must be approved by a majority vote of members at 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.

Article 12 – Duties of Executive Members

- 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 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 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.

12.3 The Vice-President shall:

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.

12.4 The Secretary shall:

Keep all records of the Club, except the accounting records

Keep all legal documents 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

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.

Perform any other duties as assigned by the President or the Board of Directors.

12.5 The Treasurer shall:

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.

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.

12.6 The Immediate Past President shall:

Serve as Nominations Chairperson for Board of Director elections

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.

Article 13 - Term of Office

- 13.1 The elected term for the Board of Directors shall be two (2) years for the President and one (1) year for all other Directors. The election shall be conducted at the Annual General Meeting.
- 13.2 Following election for two (2) consecutive two year terms of office for the position of President and three (3) consecutive one year terms of office for any other board position, 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 the previous paragraph, 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.
- 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 Past President shall post a list of the Board positions up for election in the coming year.

- 14.2 Board members currently holding those positions may choose to stand for re-election provided they have not reached their maximum term on the Board as outlined in Article 13.
- 14.3 Club members may also sign the list in order to indicate their willingness to serve in a particular position.
- 14.4 Seven (7) days prior to the Annual General Meeting, the Past President will remove the sign-up sheet and post the names of the candidates standing for election so that club members have an opportunity to make an informed decision as to their choice of candidate(s) prior to the election.
- 14.5 At the Annual General Meeting members will first approve positions where only one candidate has indicated a willingness to serve in a particular position.
- 14.6 Members will vote on positions contested by two (2) or more candidates. Scrutineers will comprise two (2) directors, neither of whom is nominated in the voting being undertaken.
- 14.7 Nominations from the floor will be considered for positions not filled.

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 authorized to exercise one vote.
- 15.3 In the case of a tie during a majority vote, the President (or in absentia, the Vice-President) shall cast the deciding vote.
- 15.4 A majority of Directors shall constitute a quorum for meetings of the Board of Directors.
- 15.5 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/her 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 Club.
- ii. Failing to exercise the requisite standard of care in discharging his/her duties on behalf of the Club.
- iii. Authorizing or participating in a civil or criminal offence, regardless of the timing of his/her 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 report of any other Director and the financial statement shall 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 requisition of a minimum of twenty (20) members. The requisition shall set forth the object of the meeting and shall be delivered to the President or Secretary.

17.5 Seven (7) days notice shall be posted online, at the club, and e-mailed (to members who are opted-in to receive e-mails) to communicate 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 A quorum of any general meeting shall be ten (10) members of the club.

17.8 Each voting member present shall be 18 years of age or older and shall have the right to exercise one vote.

- 17.9 A majority of votes cast by members shall determine the question. OR Decision is by majority vote, excluding the Chair. The Chair will cast the deciding vote in the event of a tied vote.
- 17.10 The Board of Directors can determine that a proxy vote may be necessary in special circumstances. The Board of Directors will determine the procedure for such a proxy vote.

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 by-laws to the contrary, may add to any or all committees such member or members as they deem advisable.

Article 19 - Amendment of Constitution & Bylaws

- 19.1 Directors may recommend amending or repealing any part or parts of this by-law 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 where a quorum of members is present.


Article 20 - Definitions

- (a) **“AGM”** the Annual General Meeting of German Mills Tennis Club.
- (b) **“Board”** refers to the Board of Directors (elected or appointed). “Board Members” may also be referred to as “Directors”


- (c) "**By-laws**" refers to this by-law and all other bylaws of the Club that may be enacted from time to time hereafter.
- (d) "**Club**" refers to German Mills Tennis Club.
- (e) "**Director**" individual who has been elected or appointed to the Board of Directors.
- (f) "**Executive Members**" refers to the President, Vice-President, Secretary, Treasurer and Past President.
- (g) "**In good standing**" shall refer to a member who has paid any 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) "**Member in good standing**" as defined in Article 5.8.
- (k) "**Members**" all classes of membership in the Club as provided for in Article 5.
- (l) "**OTA**" shall refer to the Ontario Tennis Association.
- (m) "**Policies**" are written statements governing issues which have been considered and approved by the Board of Directors.
- (n) "**Quorum**" refers to the minimum number of members required to give authority to a Board of Directors meeting, the AGM or any general meeting of members.
- (o) "**Term of Office**" the length of time that a Director may serve on the Board without having his position renewed.

GERMAN MILLS TENNIS CLUB CONSTITUTION & BY-LAWS

ENACTED BY THE Board of Directors this 27 day of April, 2019




President



Secretary

Confirmed by a majority of members the 27 day of April 2019



Secretary