

**I) TITLE**

- A) This organization shall be known as the Findlay Rugby Football Club, Inc., herein referred to as the "CLUB."
- B) The purpose of the CLUB is to promote, encourage, and otherwise enhance the sport of Rugby Union Football.
- C) CLUB team names may include, but are not limited to: the "SCARS," "SCARLETS," or "FARTS."

**II) NON PROFIT STATUS AND DISSOLUTION**

- A) The club is a non-profit organization. If the club elects to incorporate, on the majority vote of the membership present at a properly convened meeting, it shall be incorporated under the laws of the state of Ohio as a non-profit corporation.
- B) Upon the dissolution of this organization and after the satisfaction of all outstanding debts, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- C) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**III) MEMBERSHIP**

- A) Membership in the club shall be open to any person over the age of eighteen (18) years (Or upon written parental approval, if under 18) which MUST BE ENFORCED & upon payment of the appropriate dues.
- B) Membership shall not be denied nor its privileges abridged by reason of race, religion, national origin or sex.
- C) All CLUB members are ambassadors of the sport of Rugby Union Football. All CLUB members should be honorable and principled members of the rugby community and the communities in which they live and work. All CLUB members shall, in the participation in our game at any level, observe the spirit of sportsmanship and fair play. Accordingly, no CLUB member shall engage in any behavior, either on or off of the field, which could damage the name of the CLUB or bring the reputation of the game of Rugby Union Football into disrepute.
  - 1) The CLUB shall have a disciplinary committee which is comprised of its executive committee, which committee shall decide matters of discipline, and before which matters may either be brought by an outside party or by a member of the executive committee itself.
  - 2) For disciplinary matters both on and off the field, the disciplinary committee shall decide, on its own or upon receipt of a report of member misconduct, to convene and consider the disciplinary matter before it. This means that the committee can either decide to hear and render a decision on a disciplinary matter involving a member or decide not to hear a disciplinary matter involving a member.
  - 3) The disciplinary committee shall, when it renders a disciplinary decision other than a decision declining to hear a matter, make specific findings of fact which shall accompany and support that decision.
  - 4) The disciplinary committee shall have full authority to issue sanctions as a part of its disciplinary decisions including, but not limited to: (a) the imposition of fines; (b) the assigning of service work; (c) suspension from the CLUB; (d) expulsion from the CLUB; and/or e) any other sanction which the disciplinary committee finds to be just and proper.
  - 5) The disciplinary committee shall have full authority to forbear on its power to convene a disciplinary process involving a member, for as long as it deems proper. There is no "statute of limitations" for the convening of a disciplinary process as contemplated in this constitution. However, there are a time periods for appealing a disciplinary committee's sanctions and time periods for convening and concluding any appeals in the disciplinary process, as is set forth herein.

- 6) A member who is subject to a disciplinary process shall be afforded the opportunity to present evidence in support of that member's defense to the disciplinary matter at hand, if that member so desires.
- 7) Any disciplinary decision by the disciplinary committee shall be independent of and shall not supplant or negate or be supplanted or negated by any decisions rendered by any other official disciplinary or corrective authorities.
- 8) All disciplinary decisions of the disciplinary committee shall be by majority vote.
- 9) Any disciplinary decision by the disciplinary committee is appealable as follows:
  - (a) The member subject to discipline can appeal any disciplinary decision by the disciplinary board by first notifying the president, in writing, of that member's desire to appeal the decision of the disciplinary committee. This notification must occur within 30 days of the disciplinary committee's issuing its disciplinary decision, including the day of the decision. The president would then be required to convene and conclude a team meeting within 30 days of receiving the written notice from the affected member, including the day of the sending of the notice. The affected member must make its appeal notification within 30 days of the disciplinary committee's disciplinary decision, including the day of the decision, or that member's rights to appeal are lost forever. The appeals meeting must be convened and concluded within 30 days of the affected member's notification, including the day of notification, or the affected member loses all rights to appeal, forever.
  - (b) Between the time that the affected member issues the written notice of appeal and the actual appeals meeting, the disciplinary decision of the disciplinary committee remains in full force and effect.
  - (c) The special appeals meeting must be held in accordance with the provisions the Constitution, and the president would preside over the meeting. At the meeting, the president would explain the reasons for that action being taken and the independent factors, including findings of fact, going into the decision.
  - (d) Then, the affected member would put on its case, concluding with the affected member's request, if desired, to hold a vote on that member's disciplinary sanction.
  - (e) The affected member is permitted to have only one vote per disciplinary sanction voted on at this special disciplinary appeal team meeting, which vote is wholly within the discretion of the affected member. Any issue for

voting could range from, but shall not be limited to, complete rescission of the imposed disciplinary sanction to a vote on reducing or minimizing the sanction. In order for a vote to pass, the affected member must achieve a 75% vote in its favor from among the qualified voting members present. All member present at the appeals meeting must cast a vote. There will be no abstentions. There will be no remote or proxy voting on disciplinary appeals.

(f) This disciplinary decision which is in place at the end of the appeal process is final and not subject to further appeal.

D) Membership will be by an application process, subject to approval by the Executive Committee. The contents and nature of the membership application will be decided by the Executive Committee.

#### **IV) MEMBERSHIP CLASSIFICATION AND VOTING**

A) To be allowed to vote on Club issues, a person must be either a current playing member (veteran/rookie) or current non-playing member.

B) Voting by members on any issues besides those properly up for consideration at an AGM can, in accordance with all applicable provisions of this constitution, be done remotely or in person, directly to the president. Votes which are cast remotely (by phone, mail, email, website, facebook, or otherwise) or in person must be cast within 14 days of the propounding of the proposal to be voted on. There will be no proxies for remote voting, and the president will confirm the identity of each member who is voting. Accurate and precise records of those members voting and the votes they cast will be recorded by the president and stored with the records of the club. In the case of remote vote, one half of all club qualified members must vote and each voting member must register his/her vote within 14 days of the propounding of the proposal to be voted on.

C) To be current, all dues must be paid by end of a season which is determined by either the day before the scheduled AGM for that immediately preceding season or May 31 (Spring season) which ever comes first OR the day before the scheduled AGM for that immediately preceding season or October 31 (Fall season) which ever comes first.

D) To be considered a current playing member (veteran or rookie), a person must do the following:

- 1) Have all playing member dues paid that were voted on by the Club at last AGM.
- 2) Have all USA Rugby CIPP dues paid.

- 3) If a person is missing any one of these criteria, then he or she is not considered an playing member and can't vote on any Club issues.
- E) To be considered a current non-playing member a person must do the following:
    - 1) Have all non-playing member Club dues paid that were voted on by the Club at the last AGM.
  - F) Both current playing and non-playing members are eligible to hold any Club office position and can vote on any Club issues.
  - G) Old timers are former players who are in town for the weekend or they are feeling very peppy and would like to play a game. Before playing, an old timer must make a donation to the Club. Old timers can't play in league games unless they CIPP with FRFC. Old timers can play in non-league or B games without being CIPP'd but only after all playing and non-playing members are given the first opportunity to play. Old timers can't vote on any team issues or hold Club office.
  - H) All members of the Findlay Rugby Football Club, Inc. have the right to vote at the Annual General Meeting and any other meeting of members where a membership vote takes place. If a member is unable to attend, the member may complete a proxy form to authorize another member to vote on the absent member's behalf. A member's authority as a proxy is established by a written proxy document signed by the President.
  - I) Proxies may be either general (proxy grantor gives proxy grantee free rein to vote grantor's votes however grantee wishes) or specific (proxy grantor tells proxy grantee specifically how proxy grantee should vote proxy grantor's votes).
  - J) All proxies must be in writing and registered with the CLUB's President no less than 8 days prior to the meeting in question. It is the responsibility of the President to ensure the true identity of the proxy grantor which the President does by signing the proxy. The President may not refuse to sign a properly prepared and timely presented proxy document.
  - K) Proxies count for purposes of determining quorum, which calculation shall occur at the beginning of an appropriate meeting, counting all proxies properly before the membership, but before such proxies are voted on to sustain or reject.
  - L) The most proxies that any single member may vote is 4 or 10 per cent of the paid FRFC membership at the time of the AGM, whichever is less.
  - M) Proxies can be withdrawn in one of 2 ways: in writing to the President, at anytime before or during the AGM in question or if the proxy grantor physically attends the meeting in question.

- N) A proxy is only valid for items on the agenda for the meeting in question, which agenda must be published at least 8 days in advance of the meeting in question.
- O) Any member attending a meeting may move to invalidate a proxy, when proxies are discussed at the beginning of the meeting. A proxy is invalidated if two-thirds of the members present at the meeting vote against it.
- P) Further rules concerning the issuance and use of proxies and other proxy-related matters may be written and promulgated by the executive committee.

**V) DUES AND ASSESSMENTS**

- A) The Club dues for a playing (veteran, rookies) and non-playing member shall be determined by a vote at the Fall and Spring AGM's.
  - 1) Definition for a playing member is: any player who has played with Findlay Rugby Club for 1 calendar year or (2) seasons (spring or fall) or any person who has declared as a non-playing member for a given season and then plays in a match in that same season.
  - 2) Definition for rookie is: any player who has not played with Findlay Rugby Club for 1 calendar year or (2) seasons (spring or fall).
  - 3) Definition for non-playing member is: any person who does not want to participate as a playing member.
- B) CIPP dues (Club and Individual Participating Program) must be paid by each individual player and is required by USA Rugby in order to play rugby in the United States. Anyone who registers through USA Rugby with the CLUB (CIPP) must be a dues paying member of the CLUB or risk removal from the CLUB's CIPP list with USA Rugby.
- C) Players must go online to [www.usarugby.org](http://www.usarugby.org) and pay their individual Cipp according to USA Rugby guidelines.
- D) No Club dues will be used to pay individual CIPP dues with exception to an emergency situation for the Club to be able to meet the criteria for player numbers to participate in league play. In this instance, Club funds can be used to pay for individual CIPP dues.
- E) Members must declare a membership status (playing or non-playing or hiatus) when the first dues payment for the applicable season is due. The first dues payment of at least 50% of the amount owed is due on or before April 1st (spring season) or September 1st (fall season). The remaining declared dues balance must be paid on or before May 1st (spring season) or October 1st (fall season), or that member is then delinquent in his/her dues. After declaring, a member may increase his/her dues status at anytime in the season by full payment of the new amount owed (i.e. non-playing to playing), including any amounts already paid.

After declaring a membership status, a member may not decrease his dues status (i.e. playing to non-playing).

Members who have pre-paid dues must declare a dues status on or by April 1st (spring season) or on or by September 1st (fall season). If a member does not declare a dues status (playing member, non-playing member or hiatus), that member's status will be listed as "hiatus" for the very next following season. If that member does not declare a status by the end of that very next following season, that member will be dropped as a member of the club and will have to apply for membership in the club to become a member, in accordance with the provisions of this constitution.

Members who want to suspend their dues statuses and not accumulate back dues can declare dues hiatus, and he/she will not owe any new dues until he/she re-declares.

Memberships are not transferable. Dues are not refundable.

Any payments made by any member at any time are first applied to back dues owed, if any, unless these back dues have been waived or adjusted as provided for in this constitution.

The president and treasurer together can, only by unanimous agreement, waive or adjust dues payments owed or back dues owed for hardship situations.

- F) All club members present the day of a home game need to pay an amount for the social as determined by vote of the membership at the appropriate, immediately preceding AGM.
- G) Upon application and approval by the Executive Committee, any member can have the registration costs of that member's successful completion of a USA Rugby approved referee's or coach's course applied to his or her dues owed or owing.
- H) As is set forth in this Constitution, dues are to be considered and voted upon by the membership at each AGM. Should an AGM not take place as scheduled, the dues regime as previously set in the last AGM shall continue in full force and effect until the dues regime is next considered.

## **VI) EXPENDITURES**

- A) In accordance with the provisions of this constitution, the treasurer is to submit, at each AGM, a proposed budget for the upcoming time period until the next scheduled AGM, which proposed budget of projected revenues and expenditures is subject to approval by vote at that AGM by the membership. However, during

that upcoming budgetary time period, the Executive Committee can, by majority vote, modify any previously proposed budget.

- B) Proper forms such as receipts and invoices need to be filed with the treasurer or president.

## **VII) OFFICERS**

- A) The elected officers of the Club shall be comprised of the President, Vice-President, Treasurer, Member Representative, Match Secretary, Social Chairman, and Fields and Equipment Chairman.
- B) The duties of elected officers of the Club shall be as follows:
  - 1) President
    - (a) Shall be the official spokesperson for the Club.
    - (b) Shall call and preside over all meetings of the Club.
    - (c) Shall decide all questions of parliamentary procedure raised during each meeting.
    - (d) Shall be the CLUB's delegate to any union or sub-unions or may appoint any member in good standing to attend, on the CLUB's behalf.
    - (e) Shall be responsible for all performances by each elected officer.
    - (f) Shall receive proposed amendments to the constitution and shall guarantee prompt consideration by the Executive Committee of such amendments.
    - (g) Has the power in the event of resignation or the vacancy of office to appoint any member in good standing to fill such office for the duration of the unexpired term.
    - (h) Shall have the power to appoint members to serve on permanent or ad hoc committees.
    - (i) Shall be an ex officio member of all committees.
    - (j) The president's presence shall be counted in the determination of the existence of a quorum at any meeting.
    - (k) At AGM's and Club meetings, shall vote only in officer elections and for amendments to this constitution, excepting that the president, along with the vice-president and member representative, shall vote to break ties, including ties for officer elections and amendments. In the case of voting to break ties in officer elections and for amendments to this constitution, the president, vice-president and member representative will have 2 votes: one in the normal course of voting for that officer or amendment and one to break the tie.
    - (l) Shall enforce the constitution of the Club and all bylaws of the Club.
    - (m) Shall have the power to pay all Club bills in the absence of the treasurer.
    - (n) Share lineup/match players responsibility with the coach or coaches.
    - (o) Shall not be a coach of the Club.



## 2) Vice-President

- (a) Preside over meetings and assume the duties of president if president becomes indisposed and can not fulfill obligations.
- (b) Work with match secretary to submit match reports or scheduled activities to proper media sources.
- (c) Shall be responsible for maintaining a true and correct copy of the club's constitution and any experimental by-laws, including any amendments or changes.
- (d) Shall be responsible for maintaining the club's history including, but not limited to, membership rolls, media presence and web presence.
- (e) Shall not be a coach of the Club.

## 3) Treasurer

- (a) Shall collect all dues and assessments according to the terms of this constitution.
- (b) Shall keep checking and savings accounts in appropriate financial institutions, with the approval of the Executive Committee.
- (c) Shall have the power to sign checks drawn on the Club's bank account.
- (d) Shall maintain a complete and current record of all credits and debits to the Club's account.
- (e) Shall report on the above at both AGM's and shall deliver a general financial statement at each meeting of the Executive Committee.
- (f) Shall submit a proposed budget and dues amount to cover the Club's expenditures for the upcoming session at the AGM's.
- (g) Shall furnish the president and coach with list of all members of the Club who are delinquent with their dues before all games/matches to be used in player selections.
- (h) Shall receive income of the Club and be responsible to account for the same.
- (i) Shall maintain a special fund in a designated account or in designated accounts in a qualified legitimate financial institution or institutions separate and apart from the club's other accounts. The special fund or special funds will be for the accumulation of monies to be used on special club projects after proper consideration and voting as provided for in this constitution.

The treasurer will automatically transfer 10 per cent of all net fundraiser monies to a special fund without vote. In addition, the team will vote, at each AGM, on an additional amount to be transferred to a fund, upon the advice of the treasurer, as part of his/her semi-annual financial report.

Unless as provided for herein, withdrawals from the special fund or special funds will only be by majority member vote either at a regular AGM or by remote vote. In the case of remote vote, one half of all club

qualified members must vote and each voting member must register his/her vote within 14 days of the propounding of the proposal to be voted on.

With the advice and consent of the Executive Committee, the treasurer may transfer money from any special fund or special funds to another special fund or special funds, but under no circumstance may the special fund or special funds be reduced or depleted without the advice and consent of the Executive Committee or proper team vote.

Anyone can donate money to the club for addition to a special fund by designating the donation as a donation to a special fund or funds. Donations to the special fund are not refundable.

(j) Shall not be a coach of the Club.

4) Member Representative

- (a) Shall represent and be the voice of the membership on the Executive Committee.
- (b) Shall listen to any concerns of any member regarding club issues and, after due diligence and deliberation, take any meritorious concerns before the Executive Committee for consideration.
- (c) Shall not be a coach of the club.

5) Match Secretary

- (a) Shall schedule games/matches for the Club and present to Executive Committee for approval no later than February 1st for spring season, and August 1st for fall season. Must work with Midwest for league schedule.
- (b) Shall publish game/match schedules to members and to the appropriate representative of any unions or sub-unions and any referee or similar societies and obtain game/match referees/sirs for all home games and tournaments.
- (c) Shall track all match scores, name of players who scored, and submit at both AGM's.
- (d) Shall obtain and report to the Executive Committee details of tournaments of potential interest to the club.
- (e) Shall arrange club participation in tournament play as directed by the Executive Committee.
- (f) Shall work with vice president to report, all scores, schedules, upcoming events, and general information with the proper local media.
- (g) Shall be responsible for recording, drafting and distributing minutes of any meetings.
- (h) Shall not be a coach of the Club.

6) Social Chairman

- (a) Shall confide in other officers with important information and arrange and direct all social functions of the Club.
- (b) Shall complete and maintain a list of local establishments suitable for the Club's social activities.
- (c) Shall similarly complete a list of hotels which offer a reduced rate for our Club.
- (d) Shall not have the authority or the power to commit the Club's funds or to otherwise obligate the Club.
- (e) Shall order beverages with the host establishment and assign members what type of food or items to bring to the social if needed.
- (f) Shall collect, from each member present, an amount for the social as determined by vote of the membership at the appropriate, immediately preceding AGM. The Social Chairman shall also maintain a list of members who paid in this way, such list to be presented at both AGM's.
- (g) Shall not be a coach of the Club.

7) Field & Equipment Chairman

- (a) Shall be responsible for procuring and maintaining all rugby equipment of the Club including flags, posts, balls, uniforms etc.
- (b) Shall make all necessary arrangements for painting and lining the pitch for all scheduled home matches and organizing member assistance as necessary.
- (c) Shall insure that the grounds are left in good order after each match or practice session.
- (d) Shall not be a coach of the Club.

**VIII) TERM OF OFFICE**

A) Officers including the president, vice president, treasurer, social chair, match secretary, field manger and member representative will be elected by vote in accordance with this Constitution and will serve 2 year terms unless their office is vacated.

- 1) Vice President, Treasurer and Match Secretary will be elected by vote in accordance with this Constitution at the AGM which immediately follows the Fall season in an even numbered calendar year.
- 2) President, Social Chair, Field Manager and Member Representative will be elected by vote in accordance with this Constitution at the AGM which immediately follows the Fall season in an odd numbered calendar year.
- 3) For the AGM following the conclusion of the Fall 2018 season the following offices will be elected for 2 year terms: Vice President, Treasurer and Match Secretary. For the AGM following the conclusion of the Fall 2018 season, the

following offices will be elected for 1 year terms: President, Social Chair, Field Manager and Member Representative and then these offices will stand for election to 2 year terms at the AGM following the Fall 2019 season. At the AGM following the Fall 2019 season, this Section VIII A 3 of the Constitution will be automatically voided.

B) Any vacated office would be filled by a qualified candidate selected by the president and approved by the remaining officers. The person selected would only serve the remaining term of the original officer. At the next Fall AGM meeting, this replacement officer would have the option of running for election to that office.

C) RESERVED

## **IX) ELECTION PROCEDURES**

A) The elected officers of the Club shall be selected each year in accordance with the procedures described and shall take office upon election.

B) No member shall be nominated for office in the Club who has not been a member in good standing during the previous playing season preceding the election.

C) All elected officers of the Club shall be elected by a majority vote of current members present at a properly convened AGM. In the event that no single candidate receives a majority vote on the first ballot, then the president, vice-president and member representative will cast the tie-breaking vote in accordance with Section VII(B)(1)(k) of this constitution.

D) The name of any candidate for office in the Club may be nominated anytime before voting is called for by any of the following methods:

- 1) By a signed statement of nomination or a willingness to serve in a particular office, delivered to a member of the Executive Committee prior to the time of the election to fill that office.
- 2) By an oral statement of willingness to serve in a particular office.
- 3) By oral nomination accompanied by a second delivered by another member in good standing.

E) A member in good standing may hold more than one office only in the event that there are not enough members to fill the vacant position.

## **X) EXECUTIVE COMMITTEE**

A) All elected officers of the Club shall comprise the Executive Committee and shall have the ultimate responsibility for the conduct of the regular business and administrative affairs of the Club. The Executive Committee shall have plenary

- power to conduct the day-to-day affairs of the club without direct vote by the membership, including, but not limited to regulatory, logistical, administrative and financial decisions.
- B) The Executive Committee, by equal vote of all of the members of the Executive Committee, shall be responsible for the interpretation of this constitution.
  - C) Excepting preparatory executive sessions, minutes shall be recorded for all Executive Committee meetings. Excepting preparatory executive sessions, accurate written voting records, including who voted for what, shall be kept for all votes taken in Executive Committee meetings.
  - D) The Executive Committee shall reserve the right to defer, on those issues it chooses, the determination of certain issues to the Club's membership. Such determination by the Club's membership will be by vote as provided for in this constitution.
  - E) The Executive Committee shall make every reasonable effort to ensure that the Club has a coach or coaches and is hereby empowered to search, interview, negotiate and contract, by the president on behalf of the club, to retain a coach or coaches, including appropriate compensation or compensations for such coach or coaches.

**XI) PLAYER MATCH SELECTION COMMITTEE**

- A) For league games, members must be CIPP'ed in order to play "this will be strictly enforced" and members must have made a monetary payment(s) to the Club for their playing or non-playing membership dues.
- B) A non-playing member cannot play in any league games unless he or she CIPP's and only after all playing members are given the first opportunity to play. A non-playing member can play in any non-league or B game without CIPP'ing only after all playing members are given the first opportunity to play. For all non-league and B games, a person is not allowed to participate unless they have made some type of monetary payment to the Club for playing or non-playing membership.
- C) Old timers can't be considered for play unless they make a donation.
- D) Club members who are to represent the Club in a match shall be selected by the president and coach. In making their game selections, the president and coach will use the following requirements:
  - 1) Club dues (amounts paid);
  - 2) Attended previous away games;
  - 3) Player ability;

- 4) Attendance at practice for the week of match;
  - 5) Arrive 45 minutes prior to match time; and
  - 6) Number of years playing for FRC.
- E) Players who notify either the coach or president a week in advance that they can't make practice or game because of a valid excuse (work, school, wedding etc.) shall be waived from requirements 2 and 4.
- F) Tournament selections philosophy shall be to play the members that give us the best chance to win the tournament. In the instance of a tie or close call, the spot is given to the player with his or her dues paid and who has been the most active with the Club.

## **XII) GENERAL MEETINGS**

- A) There will be two AGM'S per year. They shall be convened within 1 month after the final game of the Fall and Spring seasons and continued thereafter, from time to time if necessary, until concluded.
- B) During the course of the year, the president or any club member (playing or non-playing) may request to have a special club meeting. However, for a meeting to take place Section XIII Quorum guidelines must be followed.
- C) Any AGM or special meeting shall include a report by each officer and any committee activities since the previous meeting. Meetings shall be conducted according to the rules of standard parliamentary procedure and, as such, shall follow the following general format and order of business:
- 1) Roll call;
  - 2) Proxy Count and Any Challenges;
  - 3) Reading of minutes of previous general and Executive Committee meeting;
  - 4) Reports of officers;
  - 5) Report of committees;
  - 6) Constitution changes;
  - 7) Old business;
  - 8) New business;
  - 9) Set the new budget;
  - 10) Nominations and elections; and
  - 11) Adjournment.
- D) A majority of Club members in good standing can vote on any item at any time.

## **XIII) QUORUM**

- A) For any voting to take place for any AGM or club meeting, a quorum of one half of all current active members listed on club roster including both playing

members and non-playing members must be present. In addition, one half of the Executive Committee (officers) must also be in attendance. The president, vice-president and member representative must also be in attendance.

- B) No Executive Committee meeting shall be properly be convened unless three fourths (3/4) of the officers are in attendance. The president or vice-president must be one of the officers in attendance.

#### **XIV) EXECUTIVE COMMITTEE MEETING**

- A) The Executive Committee consisting of all club officers shall have a required meeting or have a phone conference before each fall & spring AGM meeting as convened by the president. The purpose of the meeting will be to discuss the previous ended season, any constitution proposals and club goals. In addition each officer shall make a brief report covering their activities since the previous meeting of the Executive Committee. The committee will also setup an agenda for the following AGM.
- B) Officers will meet once a month to go over the books, talk about club activity, recruitment and new business.

#### **XV) UNION MEMBERSHIP**

- A) The executive committee of the CLUB will make every effort to ensure that the CLUB maintains membership in an appropriate national and an appropriate local area union and their appropriate constituent bodies. Any change in affiliation or in condition of participation therein shall be subject to the approval of a simple majority of the members present at a properly convened meeting under Article XIII of this Constitution.

#### **XVI) AMENDMENTS**

- A) Any member can petition for changes in the Constitution bylaws. When changes are suggested they must be made available to all members to review prior to the AGM where a discussion can be held regarding the proposed changes to the Constitution bylaws.
- B) Constitution permanent bylaws can only be amended once a year at the end-of-calendar or Fall AGM.
- C) After the end-of-calendar AGM and during the duration of the following year any member can propose an experimental trial bylaw.
- D) A club vote must take place (following constitution voting procedures) for an experimental bylaw to be implemented. At the next end-of-calendar year (fall) AGM all pros and cons of any experimental bylaw will be discussed. After

discussion, the experimental bylaw will be voted on. If the experimental bylaw passes, then it becomes a permanent amendment to the constitution. If the experimental bylaw fails then it is dropped and no longer implemented as club policy.

#### **XVII) REMOVAL OF OFFICERS**

- A) If any officers are not upholding their duties according to members' standards, not showing up to events, meetings and disrupting order through the club, etc., they can be voted out of office by club majority. A new member will be appointed by the president to finish term of office. At the next appropriate AGM, the vacated position will be voted on by club members.

#### **XVIII) CONFLICT OF INTEREST POLICY**

- A) The Club shall have a written conflict of interest policy. Each officer, upon taking office, shall sign an acknowledgement of understanding/disclosure statement and receipt of the Club's conflict of interest policy and the same shall be maintained with the records of the Club. The acknowledgement of understanding/disclosure statement shall set forth the duties which the officers owe to the CLUB (not the membership): the fiduciary duties of care, loyalty, compliance and maintaining accounts.
- B) A potential conflict of interest exists if the private interests of an officer of the Club, as indicated by that officer's disclosure statement or otherwise, might interfere with the public interests the officer is required to serve in the exercise of that officer's authority and duties as an officer of the Club.
- C) No officer of the Club, during the time period in which he or she is serving as an officer, may engage in, either directly or indirectly, any conflict of interest as between that officer's personal interests and the interests of the Club. Further, each Officer shall promptly inform the Club as to the existence of or even potential existence of any conflicts of interest, of which that officer is aware. Further, each officer agrees to disclose, to any outside parties, any facts or circumstances of which the officer is aware which might involve or give rise to a conflict of interest or even a potential conflict of interest.

amended: 2016\_11\_20\_su

amended: 2017\_12\_02\_sa

amended: 2018\_12\_09\_su

amended: 2020\_01\_26\_su (experimental by-laws added: 2019\_08\_04\_su at Spring 2019 AGM and then experimental by-laws made permanent: 2020\_01\_26\_su at Winter 2019 AGM.)