

**THE ROYAL CITY
MEN'S CLUB
CONSTITUTION AND BYLAW
As Amended March 31, 2016**

**ARTICLE 1
NAME AND TERRITORIAL LIMITS**

- 1.1 This organization shall be known as THE ROYAL CITY MEN'S CLUB
- 1.2 The territorial limits of the Club shall be the city of Guelph, Ontario and the vicinity thereof.

**ARTICLE 2
OBJECTIVES**

- 2.1 **The objectives** of the Club are:
- (i) to encourage life-long learning by providing a forum for presentations by informed persons on subjects of interest to members;
 - (ii) to provide opportunities for men who have retired from full-time employment to exchange information and views on topics of mutual interest;
 - (iii) to provide opportunities to participate in social and recreational activities to promote fellowship and enjoyment; and
 - (iv) to provide opportunities for the formation of enduring friendships.

**ARTICLE 3
DEFINITIONS**

- 3.1 Unless otherwise required by this bylaw, 25% of Active members shall constitute a quorum.
- 3.2 Motions and resolutions shall be approved by a majority vote as indicated by a show of hands.
- 3.3 A member is a person who has paid his membership fees in full or has been designated as a life member (see Article 4.4).
- 3.4 The Club fiscal year shall commence on the first day of April of each year.
- 3.5 The adequacy of the membership fee shall be reviewed each year by the Board with any recommendation for change presented to the membership for approval at the Annual General Meeting

**ARTICLE 4
MEMBERSHIP**

- 4.1 The categories of membership in the Club shall be: (i) Active, (ii) Associate and (iii) Life
- 4.2 **Active**
- 4.2.1 An Active member shall be a man who is retired from full-time employment, who resides within the territorial limits of the Club and who has paid his annual membership fees.
- 4.2.2 He shall have been formally accepted to membership by the Board and shall have paid an initiation fee together with annual membership fee.
- 4.2.3 Active members shall be entitled to all the privileges of the Club
- 4.2.4 The Board may set such limit on the number of Active members as it deems appropriate.

4.3 **Associate**

- 4.3.1 An Active member who has been a member for a period of one year or more and is unable to attend meetings regularly by reason of ceasing residence within the territorial limits of the Club, ill health or other circumstances, may become an Associate member.
- 4.3.2 An Associate member shall pay such annual fee as may from time to time be determined by the Board.
- 4.3.3 Associate members are entitled to all the rights and privileges of the Club except those of voting and holding office.

4.4 **Life**

- 4.4.1 A member who has rendered outstanding service to the Club may be elected a Life member on a proposal by the Board and an affirmative vote of the members at a General meeting.
- 4.4.2 A Life member shall not be required to pay the annual membership fee.

4.5 **Admission to membership**

- 4.5.1 An application for admission to membership requires the formal support of one Active member.
- 4.5.2 Acceptance shall be decided by a majority vote of the Board members present.
- 4.5.3 Upon approval by the Board, the applicant shall be notified in writing of his acceptance, news of his election shall be published in the club newsletter, and he shall be introduced to the members at the next General Meeting.

4.7 **Suspension and Reinstatement**

- 4.7.1 Timely written due and warning notices shall be sent to members who are in arrears with payment of fees.
- 4.7.2 Any member who is three (3) months in arrears with payment of the annual membership fee shall, at the direction of the Board stand suspended and shall be so notified in writing .
- 4.7.3 Such member, upon payment of arrears will be reinstated by the Board.
- 4.7.4 If a member is not reinstated, his membership shall be terminated, and he shall be so advised in writing.

4.8 **Revocation of Membership**

- 4.8.1 Any member whose conduct at a Club activity or elsewhere is considered by the Board to be unbecoming and not in character with the tenets of the Club, or who wilfully commits a violation of any Club bylaws or regulations will receive a letter from the Board outlining the perceived facts of the matter and any further consequences should the situation be repeated.
- 4.8.2 The membership of any member may be terminated for cause by a two-thirds majority vote of the Board provided the member has been informed in writing of the Board's intention and the reasons therefore, has been afforded an opportunity to participate in any investigation, and been given an opportunity to appeal the expulsion to the members within 60 days of the issuance of the notice of expulsion.

4.10 **Harassment**

- 4.10.1 This Club promotes an abuse free, trusting environment

**ARTICLE 5
ADMINISTRATION AND MANAGEMENT**

5.1 Board

- 5.1.1 The affairs of the Club shall be managed by a Board of Directors that shall include the Officers. .
- 5.1.2 The Officers of the Club shall be a President, Vice-president, Secretary and Treasurer
- 5.1.3 There shall be up to seven (7) additional Directors one of whom shall be Past President.
- 5.1.4 The Board shall formulate and implement overall policies for the Club and direct the program of activities.
- 5.1.5 The Board shall take office upon election at the Annual General Meeting, and shall meet at least six times per year or at the call of the President, or by a call by not less than three (3) members of the Board.
- 5.1.6 The Board shall establish and maintain a statement of rules and operating procedures (*Policies and Procedures Manual*) that give effect to this bylaw.
- 5.1.7 The Board shall render to the Annual General Meeting a report on the activities and the financial affairs of the Club.
- 5.1.8 Any decision of the Board may be appealed by the members of the Club. The decision appealed may be reversed only by a two-thirds vote of the members present at a Special meeting, notice of such appeal having been given by the Secretary to all members of the Club at least thirty (30) days previous to such meeting.
- 5.1.9 A quorum of the Board shall a majority of the Board members.

5.2 Succession

- 5.2.1 Officers shall be elected for a term of one year. The Secretary and Treasurer may be elected to consecutive terms of office.
- 5.2.2 The Directors shall be elected for three (3) year terms. A director may not serve more than two (2) consecutive terms, except for the Secretary and Treasurer
- 5.2.3 The President shall normally serve as Vice-president for the year preceding the year in which his term as President shall commence.
- 5.2.4 The tenure of any Director may be terminated for cause by a two-thirds majority vote of the members at a Special Meeting.

5.3 Duties of Officers and Directors

- 5.3.1 The **President**, or his designate, shall preside at all meetings of the Club and the Board. The President shall be responsible for the administration and supervision of the affairs of the Club, and shall ensure that all policies and actions approved by the Board are properly implemented. He shall report on the activities of the Club, during the past year, at the Annual General Meeting.
- 5.3.2 The **Vice-president** shall perform such duties as ordinarily pertain to the office of President, including presiding at meetings of the Club and the Board in the absence of the President. During his term, the Vice-president shall be an ex officio member of at least one (1) committee, and shall be responsible for monitoring and revising the Club's Policy and Procedures for approval by the Board..
- 5.3.3 The Past-president shall act in an advisory capacity to the Board and he shall chair the Nominations Committee.
- 5.3.4 The **Secretary** shall: record the proceedings, deliberations and decisions at the Annual, General and Special meetings and at meetings of the Board.

- 5.3.5 The **Treasurer** shall: provide an accurate account of all monies received and expended.
- 5.3.6 **Directors** shall assist the President through assigned duties and shall report to the Board on the activities of the Standing Committees that they chair.
- 5.4 **Committees**
- 5.4.1 The President shall be an ex officio member of all committees and may appoint committees for particular tasks as he and the Board deem necessary.
- 5.5 **Signing Officers**
- 5.5.1 The signing officers shall be any two of the President, the Vice-president, the Treasurer, the Secretary and one director as appointed by the Board.
- 5.5.2 The signature of the signing officers shall be required for all deeds, contracts, documents and other financial instruments requiring execution for the purposes of the Club.
- 5.5.3 The Board may also direct, by special resolution, the signing of any such documents or instruments, by another member of the Board.

ARTICLE 6 MEETINGS

- 6.1 **Regular**
- 6.1.1 The Club shall hold Regular meetings on such day and at such time and place as shall be determined by the Board.
- 6.1.2 Due notice of any changes in or cancellation of a regular meeting shall be given to members by the an appropriate Director of the Club.
- 6.2 **Annual**
- 6.2.1 An Annual General Meeting of the membership shall be held during the first regular meeting in June. The purposes of this meeting are:
- (a) to elect Officers and Directors and appoint auditors or a review committee of two regular members for the current year;
 - (b) to vote on changes in initiation and membership fees recommended by the Board;
 - (c) to vote on proposals from the Board for the election of Life members;
 - (d) to receive the President's report on the Club's activities during the previous year;
 - (e) to receive the financial statements of the Club, together with the auditor's or review committee's report and
 - (f) to conduct such other business as may arise.
- 6.3 **Special**
- 6.3.1 Special meetings of the membership may be called:
- (i) by the President;
 - (ii) by resolution of the Board;
 - (iii) on a written request to the Board by at least 25% of the membership.
- The request (item (iii) above) shall specify the nature of the business to be brought before the special meeting and no other business than that stated in the request shall be transacted. The day time and place of the special meeting shall be determined by the Board.
- 6.4 **Notice of Meeting**
- 6.4.1 Notice of date, time and place and of the business to be transacted at Annual or Special meetings shall be given to the members of the Club not less than four (4) weeks prior to any such meeting.

**ARTICLE 7
NOMINATIONS COMMITTEE AND ELECTIONS**

7.1 General

- 7.1.1 The term of office for Officers and Directors of the Club shall begin immediately following the meeting at which they are elected.
- 7.1.2 A notice shall be placed in the April issue of the Newsletter inviting members to volunteer names for consideration as Officers and Directors.
- 7.1.3 To qualify for election to the Board, a member must: (a) have been a member for at least one year; (b) have agreed to let his name stand for election; and (c) accept that he will be expected to take increasing responsibilities in the governance of the Club. The nominees for the office of Vice-president shall have expressed their willingness to proceed to the Presidency.

7.2 Nominations Committee

- 7.2.1 At a Regular Meeting of the Club, at least eight (8) weeks prior to the Annual General Meeting, the President shall announce the appointment of a Nominations Committee.
- 7.2.2 The committee shall consist of a chair, who shall be the Past -president, the Vice-president and a member at large.
- 7.2.3 The duties of the Nominations Committee shall be to prepare a slate of nominees for election as Directors for the coming year, having first secured the consent of the nominees and to recommend to the Board the names of members who should be considered for election to Life memberships.

7.3 Nominations

- 7.3.1 At least (four 4 weeks) before the Annual General Meeting the Nominations Committee shall present to the active members a list of nominees for the Directorships to be filled, noting which nominees have agreed to assume an officer position if elected.
- 7.3.2 At least (four 4 weeks) before the Annual General Meeting, the President shall call for additional nominations from the floor for the position of any Officer or that of a Director.
- 7.3.3 The Nominations Committee's slate of nominees, together with the names of members nominated from the floor, shall form the list of nominees submitted to the members of the Club for election.

7.4 Voting

- 7.4.1 Only Active members in good standing may vote.
- 7.4.2 If no additional nominations were made from the floor, the members shall vote on the Nominations Committee's slate of nominees by a show of hands and if a majority of members approve these nominees shall be declared elected.
- 7.4.3 If additions were made to the Nominations Committee's slate of nominees, voting shall be by ballot, and the President shall appoint two scrutineers from the floor to conduct such ballot.
- 7.4.4 If more names than the number of Directors to be elected are placed in nomination, those who receive the highest number of votes shall be declared to have been elected.
- 7.4.5 In the event that there is a tied vote for a Director, the President shall immediately designate a time and place for further balloting to fill that Directorship. Alternatively, upon the consent of the contenders, the matter can be resolved by a coin toss or other such random choice mechanism.

7.5 Vacancies

- 7.5.1 In the event of a vacancy in the office of President, the Vice-president shall take his place and serve the rest of the term.
- 7.5.2 In the event of a vacancy occurring in any other Office, or in a Directorship, whether prior to the Officer-designate or Director-designate taking office or during their term, for any reason whatsoever, the Board may appoint a member to fill the vacancy.

**ARTICLE 8
FINANCE**

- 8.1 The initiation fee established from time to time shall accompany the application for membership.
- 8.2 The annual membership fee established from time to time by the Board is payable April 1 each year.
- 8.3 The Club's books of account shall be audited or reviewed at least once a year.
- 8.4 The Board has the responsibility for determining the official depository or depositories for the Club's funds.
- 8.5 The financial year shall end on March 31 each year.

**ARTICLE 9
RULES OF ORDER**

- 9.1 "*Robert's Rules of Order*" shall be the parliamentary authority on all matters of procedure not otherwise covered by this bylaw.

**ARTICLE 10
AMENDMENTS**

- 10.1 This bylaw may be amended by a two-thirds vote of the Active members present at an Annual General Meeting or at a Special meeting of the Club provided notice of the proposed amendments and the reasons for them shall have been given to the members at least thirty (30) days prior to the meeting.

**ARTICLE 11
DISSOLUTION**

- 11.1 The club may dissolve if a two-thirds majority of the Active members so decide.
- 11.2 Upon dissolution of the Club, and after the payment of all debts and liabilities, the remaining assets shall be disbursed as the members determine at that time and as allowed by Provincial statutes.

**ARTICLE 12
PROTECTION OF MEMBERS, OFFICERS AND DIRECTORS**

- 12.1 Members shall not, as such, be held answerable or accountable for any act, default, obligation or liability of the Club or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Club.
- 12.2 The Officers and Directors of the Club shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Club, except as shall have been submitted to and authorized or approved by the Board.
- 12.3 No Officer or Director of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer or Director or employee or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for on behalf of the Club or for the

insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested on behalf of the Club or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

- 12.4 Every Officer or Director of the Club and his heirs, executors and administrators, and estate and effects, respectively, from time to time and at all times, shall be indemnified and saved harmless, out of the funds of the Club, against: (i) all costs, charges and expenses whatsoever which the Officer or Director sustains or incurs in or about any actions, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, and (ii) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.
- 12.5 If any Officer or Director of the Club shall be employed by or shall perform services for the Club otherwise than as an Officer or Director or shall be a member of a firm or Shareholder, Director or Officer of a company which is employed by or performs services for the Club this shall not disentitle such Officer or Director or such firm or company, as the case may be, from receiving proper remuneration for such services.

Original Constitution and Bylaw was approved by members at Charter Meeting on August 24, 2006.
Revision 1: Approved by members at the Membership Meeting held on March 31, 2016.



Kerry Gennings, Recording Secretary