



NIAGARA-ON-THE-LAKE • ONTARIO

NIAGARA-ON-THE-LAKE NEWCOMERS CLUB BY-LAWS

ARTICLE I NAME

The organization shall be known as the Niagara-on-the-Lake Newcomers Club.

ARTICLE II OBJECTS AND PURPOSE

The objectives of the Club shall be:

1. To welcome women who have recently moved to Niagara-on-the-Lake;
2. To welcome women who are living in Niagara-on-the-Lake and who, since the inception of the Club in 1992 have undergone a "life change" situation (e.g. became widowed, divorced, retired, or had experienced other exceptional or extenuating circumstances).
3. To assist women in making acquaintances and in becoming familiar with activities and opportunities that will help them become part of their new community.

ARTICLE Iii INTERPRETATION

In this by-law, unless the context otherwise requires:

1. "Board" means the Executive Board of the Club ;
2. "By-laws" means this by-law (including the schedules to this bylaw) and all other by-laws of the Club as amended and which are, from time to time, in force;
3. "Chair" means the chair of the Executive Board;
4. "Club" means the organization that has passed these by-laws,'
5. "Director" means an individual occupying the position of director of the Club by whatever name she is called;
6. "Member" means a member of the Club;
7. "Members" rmeans the collective membership of the Club;
8. "Officer" means an officer of the Club.

Words importing the singular include the plural and vice versa.

ARTICLE IV

MEMBERSHIP

1. A person may apply to the directors for membership in the Club and on payment of dues and the acceptance by the directors is a member. Applicants must have resided in Niagara-on-the-Lake for the immediate three years or less, meet the requirements of Article II(2), or have maintained continuous membership in the Club and residence in Niagara-on-the-Lake since their original membership.
2. Every member must uphold and comply with these by-laws.
3. The membership year shall be determined by the Directors from time to time and annual membership dues will be determined at the Annual General Meeting of the Club.
4. Dues are payable on initial membership application for new members and in all other cases at the beginning of each membership year.
5. A person ceases to be a member of the Club:
 - a. by delivering her resignation in writing to the Director, Membership, or by mailing, emailing or delivering it to the address of the Club
 - b. on death
 - c. on being expelled
 - d. on having been a member not in good standing for three (3) consecutive months as defined in Article IV 7.
6. (a) The Board, upon 15 days written notice to a member and by a two-thirds vote, shall have the power to terminate the membership of any member whose activities are deemed to have become detrimental to the welfare of the Club, including the violation of any provision of these by-laws.
(b) The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.
7. All members are in good standing except a member who has failed to pay her current annual membership fee, or any other debt due and owing to the Club by the member.

ARTICLE V

MEETINGS OF MEMBERS

Annual General Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report (if applicable) and other financial information required by the By-laws.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. approval of the financial statements;
4. consideration of annual dues;
5. report of the auditor (if applicable);
6. reappointment or new appointment of the auditor (if applicable);
7. election of Directors;
8. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting, so that such item of new business can be included in the notice of annual meeting.

Special Meetings

The Directors may as they see fit, call a special meeting of the Members.

Notice

Not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in Article VI to each member and to the auditor, if appropriate. Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

Amendment to By-laws

1. The By-laws may be amended by a majority of votes cast by members in good standing at any properly constituted Annual General Meeting. Notice of any proposed amendments must be given in writing to all members at least fourteen (14) calendar days prior to the meeting at which voting will take place.
2. Each substantive amendment to the By-Laws is to be presented, discussed fully and voted on individually.
3. Any changes that may affect the structure of the Club must be presented to the members well in advance of the 14-day notice prior to the AGM, and a special meeting held if necessary, in order to have a full understanding of the implications of such a change

Quorum

A quorum for the transaction of business at a members' meeting is 15% of the club membership, either in attendance or represented by proxies. If a quorum is in attendance at the opening of a meeting of the members, the members in attendance may proceed with the business of the meeting, even if a quorum is not in attendance throughout the meeting.

Chair

The President shall be the chair of the members' meeting; in the President's absence, the members present at any members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the members present shall choose one of their number to chair the meeting.

Voting

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the by-laws provided that:

9. each Member shall be entitled to one vote at any meeting;
10. votes shall be taken by a show of hands among all members present and the chair of the meeting, if a member, shall have a vote;
11. an abstention shall not be considered a vote cast;
12. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
13. if there is a tie vote the motion is lost;
14. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Adjournments

The Chair may, with the majority consent of any members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Persons Entitled to be Present

The only persons entitled to attend a members' meeting are the members, the Directors, (the auditors, if any) and others who are entitled or required under these by-laws to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the members present at the meeting.

ARTICLE VI

NOTICES

Any notice required to be sent to any member or Director or, if applicable, to the auditor, shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such member or Director at their latest address as shown in the records of the Club and if applicable, to the auditor at its business address, or if no address be given then to the last address of such member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. No error or accidental omission in giving notice of any Board meeting or any members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE VII

DIRECTORS

1. Election and Term

The Directors shall be elected by the Members at the Annual General Meeting. The term of office of the Directors shall be from the date of the meeting at which they are elected until the next annual meeting or until their successors are elected or appointed. Directors may be re-elected to one additional term on the Board. The President may serve an additional term when assuming the position of Past-President.

2. Nominations

A Nominating Committee of up to five members will be appointed annually by the Board. The Chair shall be a member of the Board; other members will be appointed to allow input from the membership at large and the Board. The Chair will present a slate of candidates at the AGM. The President must have previous experience on the Board. Nominations from the floor are permitted with the consent of the nominee. A written ballot shall be used when more than one candidate presents for a position.

3. Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable of managing property by a court or under Ontario law;
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

4. Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) a quorum of Directors may fill a vacancy among the Directors;
- (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- (d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

5. Committees

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

Note: Job descriptions of Committee Chairs are part of policy and procedures.

6. Remuneration of Directors

The Directors are volunteers and shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Club in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made;
 - iii. in compliance with the conflict of interest Provisions of the law'

ARTICLE VIII

BOARD MEETINGS

1. Calling of Meetings

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this by-law

2. Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3. Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article VI of this by-law to every Director of the Club not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Club.

4. Chair

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

5. Quorum

A quorum for holding a meeting will be a majority of Board members

6. Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

7. Participation by Telephone or Other Communications Facilities

If all of the Directors of the Club consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

ARTICLE IX

OFFICERS

1. Officers

The officers of the Club shall be the President; Director, Programs; Director, Special Programs; Director, Hospitality Programs; Director, Interest Groups; Director, Membership; Director, Liaison Membership; Director, Newsletter Editor; Director, Public Relations and Web Editor; the Treasurer and the Secretary. The Past-President shall be a member of the Board by virtue of office. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

2. Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

3. Duties of the President

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President chairs Board meetings and coordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative relationships among Directors. The President ensures the Board discusses all matters relating to the Board's mandate. The President performs such other duties as may be required by law or as the Board may determine from time to time.

4. Director, Programs

The Director, Programs works collaboratively with the Board to plan the programs for the year, assists the President and may assume the President's duties as required. The Director, Programs performs such other duties as may be required by law or as the Board may determine from time to time.

5. Director, Special Programs

The Director, Special Programs works collaboratively with the Board to plan special programs for the year, assists the President and may assume the President's duties as required. The Director, Special Programs performs such other duties as may be required by law or as the Board may determine from time to time.

6. Director, Hospitality Programs

The Director, Hospitality Programs works collaboratively with the Director, Programs and Director, Special Programs to provide refreshments for programs for the year. The Director, Hospitality Programs performs other duties as may be required by law or as the Board may determine from time to time.

7. Director, Interest Groups

The Director, Interest Groups provides overall coordination for the Club interest groups, maintains a list of all groups, their members and conveners and assists in establishing new groups. The Director, Interest Groups assists the President and may assume the President's duties as required. The Director, Interest Groups performs such other duties as may be required by law or as the Board may determine from time to time.

8. Director, Membership

The Director, Membership is responsible for the maintenance of the list of all Club members and the distribution of this list to members as directed by the Board and otherwise required by law. The Director, Membership administers membership applications and waiver forms, including the collection of annual dues. The Director, Membership assists the President and may assume the President's duties as required. The Director, Membership performs such other duties as may be required by law or as the Board may determine from time to time.

9. Director, Liaison Membership

The Director, Liaison Membership assists the Director, Membership and administers accounts for monthly coffee meetings. The Director, Liaison Membership performs other duties as may be required by law or as the Board may determine from time to time.

10. Director, Newsletter Editor

The Director, Newsletter Editor works collaboratively with the Board to organize, edit and distribute a monthly newsletter and interim notices and updates to members. The Director, Newsletter Editor performs other duties as may be required by law or as the Board may determine from time to time.

11. Director, Public Relations & Web Editor

The Director, Public Relations & Web Editor works collaboratively with the board to maintain an up to date website. The Director, Public Relations & Web Editor monitors our on line presence in the community and manages our advertising program. The Director, Public Relations & Web Editor performs other duties as may be required by law or as the Board may determine from time to time.

12. The Treasurer

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities. The Treasurer shall have the custody of the funds and securities of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Club in such chartered bank or trust company as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Club by cheque and shall require the signature of two signatories as directed by the Board taking proper vouchers for disbursements. The Treasurer prepares the annual budget for presentation to the Board at its first regular meeting following the annual meeting and presents to the Members at the annual meeting as part of the annual report the financial statement of the Club approved by the Board together with the report of the auditor, if one is appointed. The Treasurer performs such other duties as may be required by law or as the Board may determine from time to time.

13. The Secretary

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities. The Secretary shall attend all meetings of the Board and is responsible for ensuring that accurate minutes of meetings are taken and approved and that such minutes are maintained in the minute book of the Club. The Secretary shall give, as and when instructed, notices to members and Directors. The Secretary shall be the custodian of all books, papers, records, orientation and other documents and instruments belonging to the Club and ensures that these are kept up-to-date. The Secretary ensures that an up-to-date copy of the by-laws is available at all meetings. The Secretary ensures that all reports are prepared and filed as required by law or requested by the Board. The Secretary performs such other duties as may be required by law or as the Board may determine from time to time. In the absence of the Secretary, her duties shall be temporarily discharged by another Executive Officer.

14. The Past-President

The Past-President works collaboratively with the President and, when appropriate, assists the President and the Board in carrying out their responsibilities. The Past-President performs such other duties as may be required by law or as the Board may determine from time to time.

ARTICLE X

CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Club shall make the disclosure required by law. Except as provided by the law, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Please note that the above Niagara-on-the-Lake Newcomers By-Laws are structured on an appropriate Ontario template and are suitable for our Director's Insurance application requirement. If these By-Laws are updated in future, please honour this template and please forward revised copies to our insurer.

Revised: May 16, 2018