

Kennebecasis Rowing Club

By-Law #4



Introduction

By-Law #4 of the Kennebecasis Rowing Club Incorporated has been approved by the clubs board of directors to supersede all previous by-laws, associated amendments and or resolutions of the club up to 2016.

By-laws generally focus on the rules of governance of any company or organization. By re-writing by these by-laws, it is the clubs intent to introduce wording that would encourage

growth in membership by offering voting privilege's to associate members to build a base for the continuation of the board of directors. It is also intended to bring safety to the forefront of the clubs daily activities. Lastly, we bring light to the various insurances polices in place, to support members as they carry out their duties.

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1. *Club Name and Location*

- 1.1. The Clubs name is “Kennebecasis Rowing Club Incorporated” and shall be referred to as “the Club” within this document.
 - 1.1.1. The Club was incorporated and received Letters Patent February 1972 under the Companies Act of the Province of New Brunswick as the “Kennebecasis Rowing and Canoe Club Incorporated”. A supplement to the letter patent was issued in February 1976 when the clubs name was shortened to the “Kennebecasis Rowing Club Incorporated”.
- 1.2. The name may be shortened in this document to, “KRC”
- 1.3. The Club Boat House is located in the Town of Rothesay, in the province of New Brunswick at 10 Regatta Row, Rothesay, New Brunswick, Canada.
- 1.4. The mailing address for the Club is: Po Box 4597, Rothesay, New Brunswick, Canada E2E 5X3
- 1.5. Website: www.kennebecasisrowingclub.com
- 1.6. Email: kennebecasisrowingclub@gmail.com
- 1.7. Club House Phone: 506 847 5803 See our website for our current contact info.

2. *Property and Facilities*

- 2.1. The present property and club/boat house was established to host the 1985 Canada Games and remains to support the sports, of rowing, and kayaking, in this region.
- 2.2. The property deed is registered with the “Kennebecasis Rowing Club Inc.” (see PID 00117051)
- 2.3. The facility space and grounds have been shared and maintained since it’s inception by both the Kennebecasis Rowing Club (KRC), and the Kennebecasis Paddling Center (KPC), under a cost sharing agreement outlined in the lease agreement maintained between KRC and KPC.

3. *Definitions & Interpretation*

- 3.1. “Board” means the President, vice-President, Secretary, Treasurer, Member-at-Large, Past-President and all other Directors of the Club.
- 3.2. “Executive” means the President, Vice-President, Secretary, Treasurer, Member-at-Large and the Past-President.
- 3.3. “Director” – a general member of the board who fills a particular need in to round out skill set and experience required to manage the club.
- 3.4. “Meeting” means the Club’s annual General Meeting, a Regular Meeting, or a Special Meeting.

- 3.5. "Special Resolution" means a resolution passed by three-quarters of voting members present at a meeting. Members must receive written notice twenty-one days in advance of the meeting at which the special resolution is to be voted upon.
- 3.6. "Rowing" means both sweep oar rowing and sculling.
- 3.7. "Member" is anyone who has completed and signed the appropriate membership forms & waivers, has paid any required fees, and is approved by the Club Registrar as a member in good standing.
- 3.8. Singular and Plural: words indicating the singular also include the plural, and vice versa.
- 3.9. Masculine and feminine: words such as she, her and hers should be understood to include he, him and his and vice versa.
- 3.10. Headings are for convenience only. They do not affect the interpretation of these by-laws.
- 3.11. Mail: except where registered mail is specified, should be understood to include email where a member has, by providing an email address, indicated that email communication is acceptable to that member.
- 3.12. Written communication: includes electronic communication via the Club website, social media, email, etc.
- 3.13. Liberal Interpretation: these by-laws must be interpreted broadly and generously.

4. *Mission Statement*

- 4.1. From a strong tradition of excellence, KRC is committed to the development of a lifelong passion for teamwork and integrity through the provision of rowing programs and opportunities for all.

5. *Insurance*

- 5.1. KRC's General Liability Insurance is provided through our association and membership with Rowing Canada Aviron. RCA's Liability Insurance protects members who may become legally obligated to pay compensatory damages in civil actions because they caused bodily injury or property damage to someone else or someone else's property through their actions.

- 5.1.1.1. All employees and volunteers are covered under the General Liability Policy within the scope of their assigned duties provided that the event is sanctioned by RCA. A volunteer does not have to be registered with RCA to be covered.

- 5.1.2. **Exceptions to Employees and Volunteers.**

- 5.1.2.1. The RCA does carry an accident policy, which covers injury, sustained in sanctioned rowing activities, for rowers, coaches, managers and officials.
- 5.1.2.2. The RCA accident policy does not apply to employees and volunteers. For employees this is to be addressed by KRC as part of an employees benefit package and or workman's compensation.
- 5.1.2.3. The general liability policy does not cover employees and volunteers for harm caused to fellow employees or volunteers.
- 5.2. Full details of RCA insurance policies are available on RCA's website.
- 5.3. Coverage under the RCA insurance policies is limited to RCA sanctioned rowing and rowing related events and activities, including events sanctioned by a Provincial Rowing Association on behalf of RCA.
- 5.4. KRC is to maintain a separate Property and Commercial General Liability Insurance Policy for its facility, boats and equipment.
- 5.5. Should the RCA insurance policies cease to cover member clubs, the KRC is to bring into place all necessary insurance policies to protect members, directors and officers of KRC.

6. *Club Operation and Management*

- 6.1. Its members shall carry out the execution of the affairs of the KRC. Members of the KRC shall come together no less than once a year to render decisions on matters of interest to the KRC.
- 6.2. The Board will hire a Club Captain through an objective and fair hiring process. The Club Captain will provide leadership and direction to all the KRC rowing programs and coaches, as well as work closely with the Provincial High Performance coach. The Captain will mentor, develop and schedule the coaches as well as oversee and coach the various rowing programs as needed. The Club captain will also be responsible for the administration of program registrations as well as the day to day management of the club, as well as minor boat and equipment maintenance.
- 6.3. The Club is a not-for-profit organization registered under and adhering to the Companies Act of the Province of New Brunswick, Canada. Therefore the activities of the KRC shall be conducted without the purpose of gain to any of it's members or directors.
 - 6.3.1. Directors and officers shall serve without remuneration and shall not receive any profit from their positions.

- 6.3.2. Reasonable expenses incurred while carrying out the duties of the Club may be reimbursed on Board approval. The Board may set a limit to such expenses, above which, prior Board approval will be required.
- 6.3.3. Nothing herein shall derogate from the powers of the Board of Directors to grant remuneration to employees and members engaged for the purpose of the Clubs mission.

7. *Membership*

7.1. *Categories of Membership*

- 7.1.1. Club members can be rowing or non-rowing individuals.
 - 7.1.1.1. Rowing Members of KRC are individuals who have completed and signed the clubs membership forms and waivers, paid the required fees, are registered with Rowing Canada Aviron, and are considered members in good standing by the Club Registrar. Members must renew the above requirements annually.
 - 7.1.1.1.1. KRC rowing categories are age based, for men and women, and follow the categories outlined in Rowing Canada's Rules of Racing.
 - 7.1.1.2. Non-Rowing or Associate Members of KRC are individuals who do not wish to row but are interested in supporting, encouraging, and promoting the mission of the Club, including volunteers, coaches, board members or employees. Parents and guardians, of rowing members under the age of 18, are welcomed as associate members, and are encouraged to take an active role in the mission of the club.
- 7.1.2. Honorary Members are individuals who have been granted this status recognizing their contribution to the club, or its objectives, by a unanimous vote of the Board. Honorary Members are granted this status for life, at the sole discretion of the Board.

7.2. *Rights of Members*

- 7.2.1. Members can attend any meetings of the Club.
- 7.2.2. Members who are 18 years or older can vote on issues put before them at meetings of the Club. A parent or guardian of members under the age of 18 can register as an associate member. Associate members are granted voting privileges.
- 7.2.3. Members who are at least 19 years of age, and are not employees of the Club, are eligible to become members of the Board of Directors.
- 7.2.4. Members are entitled to receive notices of Club meetings, regattas, fund raising opportunities, events, activities, and club news items.

- 7.2.5. Members, are entitled to participate in Club rowing programs for which they have paid the appropriate fee(s) and are registered with Rowing Canada Avron.
- 7.2.6. Members can use Club facilities and equipment with the approval of the Club Captain.
- 7.2.7. Members can store boats or other equipment at the club with the permission of the Board and Club Captain. Boat storage requires the completion of a boat storage agreement and appropriate fees to be paid before approval can be granted.
- 7.2.8. Associate Members are non-rowing Members, entitled to all Member Rights including voting, but are not eligible to participate in any Club rowing program, or make use of Club facilities and equipment, or to store boats or other equipment.
- 7.2.9. Honorary Members are granted membership in recognition of their contributions to the Club or its objectives. Honorary Members are granted this status for life, at the sole discretion of the Board.
- 7.2.9.1. Current Directors are not eligible for Honorary Membership
- 7.2.9.2. Any Member can nominate any member, who is not a Director, for Honorary Membership. The nomination shall be made to the Secretary at least 30 days prior to the Annual General Meeting. The nomination may include written support from other members and should include specifics as to why Honorary Membership should be granted.
- 7.2.10. Members may resign at any time by submitting their resignation in writing to the Secretary. Only under extenuating circumstances will fees paid to the Club be refunded if a member resigns.
- 7.2.11. Members cannot transfer their membership to another person.

7.3. *Membership Exceptions*

- 7.3.1. Individuals enrolled in the High School and Learn to Row programs, their parents and or legal guardians are members without voting rights, as these are temporary and short-term programs. These individuals will not receive notice of meetings, and will not attend or vote at meetings of the club.

7.4. *Obligations of Members*

- 7.4.1. Members are expected to abide by Club By-laws, policies and procedures including commonly accepted public standards. These include policies and guidelines issued by Rowing NB, Rowing Canada Aviron and The Companies Act of New Brunswick. Failure to do so may result in suspension or termination of that membership. This expectation applies

at any and all times that a member is acting as a Member of the Club or is representing the Club.

7.5. Volunteer Commitment

7.5.1. The Club is a non-for-profit entity, which depends on volunteers. Volunteers are necessary to manage the affairs of the club by serving on the board of directors, or helping with committee work. Volunteers also contribute in the maintenance and operation of Club facilities, hosting events, maintaining equipment, supporting programs, and fund raising. Parents and guardians are welcomed and encouraged to support their athletes by volunteering. Volunteers can be registered as associate members with voting privileges.

7.6. Visiting Rowers

7.6.1. The Club will accept Visiting Rowers to row and utilize Club equipment and facilities as long as the visitor pays the applicable visiting rower fees and signs the applicable form(s) and waivers. (Minimum requirement is to be registered with Rowing Canada Avron)

7.6.2. Visiting Rowers must be current or past members of the Club or another rowing club, and be able to demonstrate that they are experienced rowers to the satisfaction of the Club Captain.

7.6.3. The Club Captain must review the club safety policy with the visiting rower and evaluate the on water conditions, before approving the use of any KRC boat.

7.6.4. Visiting Rowers may only row at times identified by the Club Captain, and use Club equipment at a time that has been approved by the Club Captain.

8. Club Safety Program

8.1.1. The KRC will maintain a safety policy covering both dry land and on water activities.

8.1.2. This policy is to be distributed with the club waiver and reviewed with every rower at the beginning of every rowing season.

8.1.3. The policy is to be posted in plain view in the boathouse at all times.

8.1.4. See the clubs safety policy for complete details.

9. Rowing Programs

9.1.1. Rowing programs at the KRC may change from year to year, and will be communicated on the Clubs website, or in local newspapers, or through promotional literature. Typical programs include but are not be limited to:

- 9.1.1.1. High School Rowing
 - 9.1.1.2. Competitive - Competitive A, B and Masters
 - 9.1.1.3. Development and Recreation – Youth Learn to row, Youth recreation, Adult Learn to Row, University / Master Learn to row
- 9.1.2. Competitive rowers classifications are to be aligned with Rowing Canada's classifications based on sex, age and weight as outlined in the RCA rules of racing.

10. *Board of Directors Governance and Management of the Club*

- 10.1.1. The Board of Directors (Board) governs and manages the affairs of the Club. The Board, in its entirety, is responsible to provide direction to the club in its mission. This includes policy-making, and administration to ensure the club meets its legal obligations, maintains its status and is financially responsible.
- 10.1.2. Directors can be individuals who are 19 years of age and older, are committed to the mission of the club, and agree to serve a minimum term of 2 years.
- 10.1.3. The Board may hire paid employees to carry out specified management functions under the direction and supervision of the Board.

10.2. *Directors Wrongful Acts, Errors or Omissions*

- 10.2.1. Board members are to act honestly and in good faith to advance the best interests of the club, and use care, diligence and skill, in performing duties, or overseeing their area of responsibility and decision-making.
- 10.2.2. Directors of the Board cannot assign their obligations to another colleague or associate without the approval of the board.
- 10.2.3. KRC is incorporated in the Province of New Brunswick. Members of incorporated organizations are not normally personally liable for debts and obligations of the organization.
 - 10.2.3.1. Every member of the Board and their heirs, executors, administrators, success and assigns, and estate and effects, shall be indemnified and saved harmless from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against her/him for or in respect of any act, deed, matter, or thing made, done, or permitted by her/him in or about the execution of duties of office, and also from and against all other costs, charges, and expenses which shall be sustained or incurred in or about

or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by her/his own wilful neglect or default through our coverage under RCA insurance policies. See the RCA General Liability and Directors & Officers Wrongful Acts, Errors or Omissions insurance policies for complete details.

10.3. *Composition of the Board*

- 10.3.1. The Board is made up of Directors of the Club including the President, Vice- President, Past-President, Treasurer, Secretary, Member-at-Large and other Directors as considered necessary by the Board.
- 10.3.2. The Executive of the Board consists of, the President, Vice-President, Secretary, Treasurer, the Member-at-Large and Past-President.
- 10.3.3. The number of individuals on the board may vary from year to year depending on the needs of the board or initiatives the club is pursuing. The minimum number of board members are those necessary to maintain the Executive.

10.4. *Election of Directors*

- 10.4.1. At least sixty days prior to an Annual General meeting, the Executive will appoint a Nominating Committee consisting of: The Past-President or in their absence, the President, another Executive member, And one other Member.
- 10.4.2. The Nominating Committee will identify willing, eligible individuals to be Directors for the subsequent year and will submit a proposed slate of members for the incoming Board of Directors at the Annual General Meeting without need of having the same approved by the Board.
 - 10.4.2.1. These eligible individuals can be directors re-offering, or willing individuals identified as having skills and qualifications to fill various vacant board positions.
 - 10.4.2.2. The Nominating Committee would consider the needs of the club when recruiting prospective members. Among these may be special areas of expertise, educational background, past board experience, employment background and membership status.
 - 10.4.2.3. Consideration for eligibility would include competency, willingness and availability to carry out their assigned duties, maintaining a balance of men, women and or visible minorities, individuals who can help attract funding, individuals from the local geographical area serviced by the club and individuals who bring other qualities of benefit to the club, as the nominating committee sees fit, or the board requests.

10.4.3. The Members at the meeting may accept the proposed slate or nominate other members for specific Board positions.

10.4.4. If more than one Member is nominated to the Board, either by the Nominating committee or through a nomination from the floor during the Annual General Meeting, an election for the Directors will be held.

10.5. Elections will be by written ballot, unless the majority of the voting members present vote to have a show of hands.

10.6. If an election by written ballot is required, two scrutineers will be appointed by the sitting Executive. The scrutineers will collect the ballots, compile the results and notify the Past-President or the President, who in turn will inform the meeting.

10.7. *Terms of Office*

10.7.1. Directors are elected at the Club's Annual General Meeting, to serve for a two-year term,

10.7.2. with the President & Secretary being elected on even numbered years

10.7.3. and the Vice-President & Treasurer being elected in un-even numbered years.

10.7.4. Directors are eligible to serve as a Director for no more than six consecutive years.

10.7.5. Directors begin their two-year term immediately following the Annual General Meeting.

10.8. *Removal of a Director*

10.8.1. If a Director is absent from any three consecutive meetings of the Board without an acceptable excuse the Director in question will automatically cease to be a director. The Secretary will notify them to that effect.

10.8.2. The Members may, by special resolution, remove any Director and appoint another Member to complete the term of office.

10.9. *Board Member Duties & Responsibilities*

10.9.1. The Board will develop and approve a members roles and responsibilities policy document, which will provide a full outline of the roles and responsibilities of all club members. That policy document will take precedence over the outline offered below.

10.9.2. President – takes command of the Club and aligns its operation with it's mission, chairs all Board meetings and regular meetings to enforce the By-Laws, Policies and Regulations and shall be chief executive officer of the club with powers to delegate to the other officer and shall be responsible as such to the Board of Directors.

10.9.3. Vice-President – assists the President in the performance of duties. If the President is absent the Vice-President takes over the role of the President.

- 10.9.4. Secretary – Maintains a record of Club meetings by keeping minutes and communicates notices to members.
- 10.9.4.1. Has custody and use of the Clubs Seal, which may be affixed to any document developed by the Board.
 - 10.9.4.2. Is responsible to maintain copies of all club documents and records such as minutes of meetings, committee reports, members list, treasurer’s report and club correspondence.
- 10.9.5. Treasurer – oversees and works with the club accountant to manage the club finances.
- 10.9.5.1. Acts as the club registrar, collects all dues and maintains membership registry.
 - 10.9.5.2. Shares updated registry with secretary for the purpose of issuing communications to members.
 - 10.9.5.3. Pays all invoices for materials and services.
 - 10.9.5.4. Presents a written financial statement containing a balance sheet and an operating account at the Annual General Meeting.
 - 10.9.5.5. Files the annual requirements with the office of the Registrar, including, within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election.
 - 10.9.5.6. Oversees employee payroll insuring an employee benefit package includes accident and general liability insurance and or workman’s compensation.
 - 10.9.5.7. Ensures the clubs taxes are filed and paid annually.
 - 10.9.5.8. Renews clubs insurance policies annually.
 - 10.9.5.9. Other duties that the Treasurer is involved in: a) yearly application to the federal and provincial governments for summer student employment funding b) involved with the scheduling of summer programs to ensure profitability c) has input into setting rowing program fees, to ensure club overhead costs and RCA fees are met d) develops yearly budget.
- 10.9.6. Member-at-Large – represents the Members of the club by voicing the interests and concerns of the Members. The member-at-large may be called on to develop policies or reports or other assigned duties to assist the board to carry out their mandate.
- 10.9.7. Past-President – will offer advice to the Board of Directors based on their experience. The past-president is encouraged to attend all Board of Director meetings and as a member in good standing maintains voting privileges.
- 10.9.8. Other Directors – other directors may be assigned specific duties and responsibilities at the discretion of the Board. I.e. Vice President of Coaching, Programs, Membership,

Safety, Historical Archives, Marketing (image via News Letters and Web Site.) Funding (Grants and Sponsorship), Infrastructure and Equipment, Athlete Development, High Performance, Event Planning, Management of Human Resources - creating Human Resource Policies and Processes etc.

10.10. *Establishing Club Policies and Procedures*

- 10.10.1. The Board will establish policies and procedures to help the Club and its Members meet the objectives of the Club and to protect Club Members, Facilities, and Equipment.
- 10.10.2. The Board will, from time to time, review all policies and procedures and change them in order to ensure they are current and meeting the needs of the Club.

10.11. *Board Committees*

- 10.11.1. Establishing Committees
 - 10.11.1.1. The Board may establish committees to help support the activities of the Board or the Club, or support a Director in carrying out Board related responsibilities.
 - 10.11.1.2. Committees could be Executive or Finance / Audit Committees. An Executive Committee consists of the president, vice president, treasurer, and secretary.
 - 10.11.1.3. The Board may recruit Members who are not on the Board to be members of any Board Committee.

10.12. *Roles and Responsibilities of Board Committees*

- 10.12.1. All Committees will be chaired by a Director and shall report to the Board through the Director.
- 10.12.2. Committees have no authority to make decisions or act on behalf of the Club.
- 10.12.3. A Committee's only responsibility is to make recommendations related to their specific area of activity / work, to the Board for consideration and approval / rejection.

10.13. *Board Vacancy*

- 10.13.1. If a vacancy occurs on the Board:
 - 10.13.1.1. One of the remaining Directors may fill that position, or
 - 10.13.1.2. In the case of vacancies during the year prior to the next AGM or where Board members want to add to their responsibilities, the elected board may appoint replacement members to the board for a term that runs to the next AGM, at which time those appointed board members will be presented to the general membership for election to their respective positions.

10.14. *Guests at Board Meetings*

- 10.14.1. The Board may, at their discretion, invite anyone to attend a Board Meeting as a Guest.
- 10.14.2. Guests may speak to issues and motions at the Board Meeting but may not vote on any motions put before the Board.

10.15. *Employees of the Club*

- 10.15.1. If at any time a Director of the Club becomes an employee of the Club, the Director will step down from their Director position.
- 10.15.2. This individual may, if they are willing and at the discretion of the Board; Continue to assist the Board by continuing to fulfill the duties as assigned to them by the Board, Attend Board Meetings as a guest of the Board but not vote on any motions put before the Board.

11. *Membership Fees and Dues*

11.1. *Membership Fees*

- 11.1.1. The membership year is April 1st – March 31st (e.g. April 1, 2016 – March 31, 2017)
- 11.1.2. Annually, the Board decides and agrees upon the membership fees for each membership category, rowing program, boat storage, etc.
- 11.1.3. All Club fees will be posted on the Club website.
- 11.1.4. The Board may define fee payment schedules to provide alternatives to payment by a single lump sum.
- 11.1.5. The Board can agree to waive or reduce program fees to Members for reasons of financial hardship.
- 11.1.6. Members shall be notified in writing, of the membership dues at any time payable by them for renewal annually. If any are not paid on the stipulated payment date the members in default shall automatically cease to be members of the Club.

11.2. *Other Fees*

- 11.2.1. The Board may establish and levy fees, other than membership fees, as required for the operation of the Club. Other Fees may include, but are not limited to, regatta fees, equipment usage, equipment transportation, program participation, coaching services, etc.

11.2.2. The Board will require Members to pay, as applicable, fees to cover Rowing Canada Avrion membership, insurance, etc. and any other levies required from Rowing NB or Rowing Canada Avrion.

12. *Financial Matters*

12.1. The fiscal year for the Club is from January 1st to December 31st.

12.2. A financial statement of Revenues and Expenditures will be completed without delay at the end of the fiscal year.

12.3. The Treasurer shall annually present to the Members a written report on the financial position of the Club. The report shall be in the form of:

12.3.1. A balance sheet showing its assets, liabilities and equity, and

12.3.2. A statement of its income and expenditure in the preceding fiscal year.

12.4. The Treasurer and at least one other Director shall sign a copy of the financial report.

12.5. The Members at the annual general meeting may appoint an auditor of the Club and, if the Members fail to appoint an auditor, the Directors may do so.

12.6. The Members at the Annual General Meeting or a Special Meeting of the Club may request an audit. A simple majority of those present is required at which time the Board will appoint an accountant/auditor to conduct the audit.

12.7. Any Member may inspect the books and records of the club within two days prior to the Annual General Meeting. The Member and the Treasurer will agree on one of 2 optional locations, dates and times set by the treasurer.

12.8. There shall be no restriction on the value of possessions and property the club may acquire and hold.

12.9. A budget for the coming fiscal year is to be generated and presented to the board of directors before the start of each rowing season. Typically presented in April once fees for the coming season have been finalized.

12.10. *Borrowing Monies*

12.10.1. The Club may borrow money, up to a maximum amount of \$25,000, if a motion by a Director is put to the Board and this motion is unanimously approved.

12.10.2. The Club may borrow money in excess of \$25,000, only if a Special Resolution voted upon by the Members at a Meeting approves this.

13. *Recognition Awards*

- 13.1. The Board can award members with a non-monetary award that recognizes their contributions to the Board or the Club. The maximum value of the award will be no more than \$50+\$1 for each year since this by-law was enacted, unless this amount is modified through a motion that is voted upon and approved by the Members at a Meeting.
- 13.2. Annual Club Awards
 - 13.2.1. Flood Brothers Award – awarded annually to an individual or crew who are members of the KRC and rowing out of the club.
 - 13.2.2. Athlete of the Year Award – awarded annually to an individual or crew who is/are members of the KRC and rowing out of the club.

14. *Meetings*

14.1. *Regular Meetings*

- 14.1.1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, courier, telephone, electronic communication or personal delivery at least 21 days prior.
- 14.1.2. Five (5) voting Members will be quorum at any Meeting of the Club.
- 14.1.3. All meetings of the Club will be conducted in accordance with “Robert’s Rules of Order”.
- 14.1.4. A Special Meeting of the club can be called by the President or The Board or a written request signed by at least five (5) Members stating the purpose of the meeting. If the Board of Directors or President does not respond, the Members who requested the meeting may call a meeting themselves.
- 14.1.5. Twenty-one days written notice must be given of any Special Meeting. The notice must state the business to be done. At a Special Meeting only business specified in the notice may be discussed unless 75% of those Members attending approve of the new business to be discussed.
- 14.1.6. The Secretary will distribute the minutes of all Meetings to the clubs board of directors via e-mail.

14.2. *Voting and Business*

- 14.2.1. Members may bring forward new business or present motions from the floor for discussion and consideration of all Members at any Meeting other than a Special Meeting.

- 14.2.2. At Meetings, every Member 19 years of age and older can vote on every motion with the exception of members enrolled in the “High School and Learn to Row programs”.
- 14.2.3. At any meeting of members, questions shall be determined by a majority of the votes cast on the question.
- 14.2.4. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 14.2.5. At the discretion of the chair, questions arising at any meeting shall be decided by a consensus of the members present. A consensus will be considered to have been reached, when no member objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus, that a consensus will not be reached, and then the chair shall refer the question to be decided by a majority vote of the members.

14.3. *Board Meetings*

- 14.3.1. The Board will meet as often as is required to carry out the business of the club.
- 14.3.2. Quorum for Board meetings is at least 5 or more of the total number of Directors, with at least one person being the President or Vice-President.
- 14.3.3. The Executive will meet as required at the request of the President or when a meeting is requested by at least two-thirds of the Executive members.
- 14.3.4. Board members can attend meetings of the Board via telephone or other technology that allows them to hear and contribute to all Board discussions.
- 14.3.5. Board meetings are open to all Members, however if a majority of the Board agrees, the Directors may meet ‘in camera’ for any reason.

14.4. *The Annual General Meeting*

- 14.4.1. (AGM) is held in November. Notice of the AGM and any Motions or Special Resolutions to be voted upon will be distributed to Members at least 30 days prior to date of the Meeting via e-mail.
- 14.4.1.1. The Secretary will prepare and distribute the agenda for the AGM at least 15 days prior to the meeting.
- 14.4.1.1.1. The Order of Business for the AGM shall be:
- 14.4.1.1.2. The minutes of the previous year’s AGM shall be reviewed and approved.
- 14.4.1.1.3. Committee and/or Director reports will be presented
- 14.4.1.1.4. The Treasurer will review the financial statements for the past fiscal year

- 14.4.1.1.5. Consideration of Motions and/or Special Resolutions
- 14.4.1.1.6. Consideration of motions from the floor
- 14.4.1.1.7. Appointment of Auditors
- 14.4.1.1.8. Election of Directors

15. *Amendments to the By-laws*

- 15.1. Members may amend or alter these By-laws by Special Resolution at any Meeting.
- 15.2. A copy of the Special Resolution to amend or alter, these By-laws, that includes the name(s) of the member(s) moving it shall be inserted in the notice calling for the Meeting at which the Special Resolution will be voted upon.
- 15.3. Special Resolution: is defined as a resolution passed by a majority of not less than 2/3 of the votes cast by the members who voted in respect of that resolution.

16. *Discipline, Suspension, and Expulsion*

- 16.1. A Member can be disciplined, suspended or expelled from the Club by a majority vote of the Board, or a vote of the majority of Members present at a Meeting for which notice of the proposed action has been given, if they have:
 - 16.1.1. Infringed any by-law or regulation of the Club;
 - 16.1.2. Been guilty of conduct unbecoming a Member of the Club;
 - 16.1.3. Carelessly or recklessly caused damage to any equipment of the club;
 - 16.1.4. Acted in a manner that has threatened the physical safety of themselves, or any other Member or guest of the Club.
 - 16.1.5. Harassed, abused, discriminated against, or bullied any other Member or guest of the Club.

16.2. *Grievances*

- 16.3. A Member has the right to submit a grievance to the Board on any restriction or disciplinary action imposed on the Member by the Board, or on any action committed by another Member.
- 16.4. The Member shall submit the grievance in writing and address it to the President
- 16.5. The President will review the grievance with the other members of the Executive and bring a recommendation for action to the Board.
- 16.6. The Board will review the recommendation from the Executive and may vote to amend or modify it.

- 16.7. The Board will vote on the recommendation, including any agreed upon amendments, from the Executive.
- 16.8. If the Grievance specifically relates to one of the members of the Board then that member shall recuse themselves from discussions or votes related to the Grievance in question.
- 16.9. Any Board member may recuse themselves from discussions or votes related to any Grievance if they feel there is a conflict of interest.
- 16.10. The Secretary will provide a written response reflecting the Board's decision to the Member within 30 days of receipt of the Member's grievance.
- 16.11. If the Member is not satisfied with decision of the Board, the Member has the right to present a case to the full Board. If this does not resolve the matter, the Member may request a Special Meeting of the Club.

17. Availability of By-Laws , Policies, and Procedures

- 17.1. The Club's By-Laws, policies and procedures will be posted on the Club's website and be made available to Members upon request.

18. Notices

18.1. Method of Giving Notices

- 18.1.1.1. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - 18.1.1.1.1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation; or
 - 18.1.1.1.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - 18.1.1.1.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

18.1.1.1.4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

18.1.1.2. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

18.2. ***Invalidity of any provisions of this by-law***

18.2.1. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

18.3. ***Omissions and Errors***

18.3.1. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

19. ***Dispute Resolution***

19.1. ***Mediation and Arbitration***

19.1.1. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this by-law.

19.1.2. ***Dispute Resolution Mechanism***

- 19.1.3. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- 19.1.4. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 19.1.5. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 19.1.6. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 19.1.7. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.