

# Carman Golf & Curling Club By-laws

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# **CARMAN GOLF CLUB INC.**

## **BY-LAWS**

### **GENERAL**

#### BY-LAW 1

This Club shall be known as the Carman Golf and Curling Club, hereinafter referred to as the Club.

#### BY LAW 2

The board will maintain a mission and vision statement

### **MEMBERS/SHAREHOLDERS**

#### BY-LAW 3

The membership of the Club shall consist of shareholder members, exclusive of non-shareholder and privileged members.

#### BY-LAW 4

The Capital Stock of the Club consists of an unlimited amount of shares. At least 66 & 2/3% of the issued shares shall be owned by persons living within a radius of 30 miles of the Town of Carman.

The Board is authorized to sell as many shares at such prices as in its judgement are necessary and practical. BY-LAW 4

- A) The Club has 2 classes of shares. Class A shares have a face value of \$25 and are non-assessable. Class B shares have a face value of \$25.00 are assessable. All shareholders are entitled to one vote at shareholders' meetings, regardless of the numbers of shares held by a shareholder.
- B) The owner of a Class B share who fails to become an active member of the Club during the calendar year shall, be assessed an amount equal to one-half of the then current share face value. Failure to pay the assessment for two consecutive years shall result in cancellation of the share. It is understood that paying curling fees for the year activates your share.

Notice of any such assessment may be given at any time after August 1st in the second year of inactivity, by registered mail to the last address given by the shareholder member. Any such notice shall specify that the shareholder member has 60 days from the date of the notice to pay the required assessment.

#### BY-LAW 5

Shareholders with Class A shares may hold more than one Class A share. Class A shares may be cancelled upon the death of the Class A shareholder and the share(s) value forwarded to the shareholder's estate. In the event that a Class A shareholder has a surviving spouse, the share may, at the option of the surviving spouse, be changed to a Class B share and transferred at no cost to the surviving spouse.

No shareholder shall own more than one Class B share in the Club. Class B shares can be transferred between spouses for a fee of \$50.00. In the event that a Class B shareholder passes away: Class B shares may be transferred to a surviving spouse, at their option, with no charge or the face value forwarded to the shareholder's estate.

A Shareholder shall request redemption of any share in writing to the Club.

#### BY-LAW 6

A shareholder member is responsible to notify the Office Manager in writing of any address change. The address kept on the register of the Club shall be deemed to be correct. Any notice mailed to the address shall be deemed sufficient notice to the shareholders.

#### BY-LAW 7

Except as herein otherwise expressly stated, no member, except employees, who may or may not be members, shall receive any profits or salary from the Club. This rule shall not prevent any member of the Club from selling to, or purchasing from, the Club, any property, goods, stock, or any securities for money, or rendering any service authorized by the Board. Members of the Club may be asked to provide services as requested by the board.

#### BY-LAW 8

There shall be two general categories of membership, depending on whether or not the holding of a share is required.

#### A - WHERE SHARES ARE REQUIRED:

Active Shareholder Members - The holders of a share or shares of the capital stock of the Club are subject to the restrictions of the by-laws of the Club. The annual dues for members shall be as determined by the Board. Active shareholder members shall be entitled to all privileges of the grounds and golf course.

Inactive Shareholder Member - The holders of a share or shares of the capital stock of the Club who have not paid their annual dues shall not be entitled to the privilege of the grounds and golf course, are subject to the restrictions of the by-laws of the Club.

#### B - WHERE SHARES ARE NOT REQUIRED:

Honorary Life Members - As a mark of respect and appreciation, the Board, may with the consent of two-thirds of their number, confer the right and distinction of being an Honorary Life Member. Such right may be conferred in view of services rendered to the Club, or for such other good reason as meets with the approval of the Board. Such membership shall be without dues and shall embrace all the privileges of the Club.

Non-shareholder members - Those who have paid their annual dues as provided herein. Such membership shall embrace all privileges of the club except voting at the annual meetings or being elected to the Board.

#### BY-LAW 9

Applications for shareholder membership shall be in writing in such form as the Board shall prescribe, and shall be signed by the candidate, who shall give proof therein his or her place of residence. Such applications shall be addressed to the office manager, and shall be approved by the Board, subject to By-law #3.

Upon the approval of an application for shareholder membership, the office manager shall notify him or her in writing, and thereupon-such person shall be entitled to the shareholder privileges.

#### BY-LAW 10

The board will set annual dues and penalties as established in board policy.

#### BY-LAW 11

In case of any member violating any rules and regulations of the Club, the Board, after hearing of such member's case, or in his or her absence, if he or she has been notified of the purpose of the meeting and requested to attend, may by resolution suspend such member from the Club for such period as may be considered proper. In case the conduct of any member, either in or out of the Club premises shall, in the opinion of the Board, be injurious to the character, interest, or good order of the Club, the Board may request such member to resign. If he or she consents, the proportion of the subscription for the current year, if paid, shall be returned, but if he or she does not resign within fourteen days from the date of such request the Board may by resolution suspend or expel the offending member.

#### BY-LAW 12

All complaints against members or guests, the management of the Club or conduct of any officer or employee, must be made in writing to the Board and signed by the complainant. All signed complaints shall be addressed and answered by the board.

## **BOARD/EXECUTIVE**

### BY-LAW 13

A committee consisting of nine (9) members who shall be known as the Board of Directors, hereinafter referred to as the Board, shall govern the Club. The Directors shall be elected by ballot at the annual general meeting of the Club as follows - elections will be held every year to elect three (3) members to a three (3) year term. A minimum of at least 2/3 (6) of the Directors shall be from the Town of Carman or residents within a radius of 30 miles of the Town of Carman.

- In the case of a Past President not being on the Board, the past president will serve in the capacity of advisor to the Board.
- Notwithstanding any vacancies in the Board, the Board shall be legally constituted for all purposes so long as not fewer than six (6) members of the Board remain in office.

### BY-LAW 14

The Board has the authority to appoint active shareholder members to the Board in order to fill vacancies that may occur as a result of the resignation or death of an elected Board Member.

### BY-LAW 15

At the first meeting of the Board after the annual meeting, the board shall elect a President, Vice-President, and a Secretary-Treasurer. Each shall hold office until their successor is appointed.

### BY-LAW 16

The board of directors shall determine the financial year end of the Corporation.

### BY-LAW 17

At all meetings of the Board, five (5) directors shall form a quorum. All members, including the president, are entitled to vote on motions made at the board meetings. A tie vote defeats the motion.

### BY-LAW 18

The president, vice president, or their board designate shall call regular meetings of the Board from time to time upon notice. Special meetings of the Board may be called by the President or the Vice-President at any time, and shall be called by either of them upon written request of at least three members of the Board. Notices of special meetings shall be given either personally or by mail or by email to all members of the Board at least two days previous to the holding thereof, and in such notice, the time and place of the meeting, and the general nature of the business to be transacted shall be stated.

#### BY-LAW 19

Any member of the Board who shall be absent from three consecutive meetings of the Board, unless he/she shall have previously obtained permission from the President to do so, or shall present at the next meeting an excuse for his/her absence satisfactory to the majority of the Board present, shall be deemed to have resigned as a member of the Board, and his/her place shall be declared vacant.

#### BY-LAW 20

The President, and in his/her absence, the Vice-President, shall preside at all meetings of the Club and of the Board. In the absence of both from any meeting, the Club, or the Board, may elect its own presiding officer. The President shall sign the minutes of such meeting after the Board or the shareholders have confirmed them. The president shall have the right to vote on all motions (By-law 16).

#### BY-LAW 21

The President or Vice-President or the General Manager, with the Secretary-Treasurer, shall sign all deeds, conveyances, share certificates or other instruments required by law to be signed under seal, and shall exercise such power as may from time to time be prescribed by the Board. In the absence or inability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

#### BY-LAW 22

The Secretary-Treasurer shall be authorized to arrange, settle, balance and certify all books and accounts between the Club and the financial institution, and to receive all cancelled cheques and other vouchers. A certified copy of this resolution may be provided to the financial institution for its guidance and information.

Should the Secretary-Treasurer leave office, he/she shall prepare a joint certificate with the new Secretary-Treasurer, enumerating the books, documents, and papers of the club transferred to his/her successor, which certificate shall be recorded at the first meeting of the Board and recorded in the minutes.

The Office Manager, who reports directly to the General Manager, shall keep the minutes of the Club and the Board meetings. The Office Manager shall keep a register of shareholders and members and shall be the custodian of the Club's books, documents, and papers.

The Office Manager shall receive and deposit the monies of the Club, write cheques based upon authorized invoices, keep an account of all transactions and is the custodian of the books of account. Deposits shall be made into the financial institution selected by the Board and the Office Manager shall make his/her report to the Secretary-Treasurer on an agreed upon interval. The Secretary-Treasurer shall make his/her report to the Club at the annual general meeting and to the Board as required.

#### BY-LAW 23

The banking business of the Corporation shall be transacted at such bank, trust company, credit union or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### BY-LAW 24

The Board is authorized to borrow money from time to time from any financial institution in Canada upon the credit of the Club either by creating an overdraft or otherwise.

#### BY-LAW 25

No financial remuneration shall be paid the Directors or Officers except for reasonable expenses, subject to By-law #7. The board of directors will ratify appropriate director expenses as necessary.

#### BY-LAW 26

No person may serve on the Board for longer than two consecutive terms (6 years) but shall be eligible for office after not being a member of the Board for one year or longer.

#### BY-LAW 27

The Board shall have the power to make rules regulating the privileges of all classes of members in the Club House or on the grounds, including the hours for the opening and closing of the club house, and the hours and conditions of play on the golf course, and to repeal, amend, or re-enact the same.

## **EXECUTIVE COMMITTEES**

### BY-LAW 28

The Board shall, at the first meeting after each annual meeting of the Club, appoint a president; Vice-President; Secretary Treasurer, and chairpersons for each committee as may be required. The board shall define the duties thereof, provided that the following Committees shall be among those designated:

Finance Committee  
Club House Committee  
Greens, Fairways, and Ice making Committee  
Professional Services Committee

The Chairperson of each committee, with the approval of the Board, shall select the members of that committee from the members of the Club, using their own discretion as to the number of committee members required. The President shall be an ex officio member of each of the committees.

## **GENERAL MEETINGS**

### BY-LAW 29

The Board shall determine the date, time and location of the annual general meeting of the Club. The Board's annual report shall be given and other Club related business shall be transacted at the annual general meeting.

Notice of the annual general meeting or any other general meetings giving the date, time and location of the annual meeting shall be given to all members of the Club, postmarked or delivered electronically a minimum of fourteen (14) days prior to the annual meeting.

### BY-LAW 30

Failure of a shareholder member to receive notification of a meeting will not invalidate any proceedings taken at that meeting.

### BY-LAW 31

The Board shall appoint a nominating committee consisting of at least two (2) shareholder members who shall prepare a nomination list to be presented at the annual general meeting. Nominations from the floor shall be permitted at the annual general meeting.

#### BY-LAW 32

Each active shareholder member shall be entitled to one vote, regardless of the number of shares held, and may vote by proxy. Only shareholder members shall be entitled to vote or participate in the government of the Club, but other members may be present at any club meeting. Only an active share holder can act as a proxy; however, the proof of proxy must be lodged with the Office Manager before the holding of the meeting at which the proxy proposes to vote. Each person present is limited to a maximum of one proxy for the duration of that meeting.

#### BY-LAW 33

Fifteen (15) or more shareholders present in person shall constitute a quorum at the annual general meeting and all other shareholder meetings of the Club.

#### BY-LAW 34

At each annual meeting, the shareholder members shall appoint a designated accountant to perform a review engagement of the accounts of the club annually, who shall not be a member of the Board,

### **MISCELLANEOUS**

#### BY-LAW 35

The Club shall have a corporate seal of the design impressed upon the margin of these by-laws.

#### BY-LAW 36

The Club will not be responsible for, any damages or injury or loss of property happening to any member and/or member of his or her family, and/or any guests taken or introduced by any member or otherwise, and/or the members of his or her family to the Club premises, whether such damage, injury or loss happened by reason of negligence or otherwise of the Club, its officers, employees, servants or agents, or any other person, and every member, and/or every member of the family of every member, and/or every guest introduced by such member or otherwise, or by any of the members of the family of such guest member, shall use the Club premises and grounds or golf links at his, her or their own risk.

#### BY-LAW 37

The Directors and Officers of the organization are indemnified and saved harmless out of the funds of the organization except such costs, charges or expenses as are occasioned by the Directors or Officers own willful neglect or default.