



Constitution and Bylaws

Article 1 – Introduction

1. The purpose of these Constitution and Bylaws is to provide for the operation and conduct of the Manotick Tennis Club.
2. These Constitution and Bylaws replace any past Constitution and/or Bylaws.
3. A copy of the Club Constitution and Bylaws shall be available on the Club website and within the clubhouse at all times for inspection by members.
4. Manotick Tennis Club operates with an agreement with the City of Ottawa. A copy of the agreement with City of Ottawa shall be available to members upon request.

Article 2 - Name and Location

1. The organization shall be known as the Manotick Tennis Club hereinafter referred to as “the Club” and shall operate as a Not-For-Profit Corporation incorporated under the Canada Not-For-Profit Corporations Act.
2. The primary location of the organization shall be at 5572 Doctor Leach Drive in the city of Ottawa, in the province of Ontario. Satellite locations may exist.

Article 3 – Objectives

1. The objectives of the Club shall be:
 - a. to promote participation among juniors, adults and seniors in the games of tennis and pickleball.
 - b. to provide recreational, competitive, and instructional programs.
 - c. to foster good sportsmanship, friendship and community spirit.
 - d. to liaise and co-operate with other tennis and pickleball organizations and the City of Ottawa, as required, for the enhancement of the Club’s objectives.
 - e. to develop and implement a feasible and affordable capital expenditure program for the upkeep and improvement of the existing facilities and the inclusion of new projects in response to the needs of the membership.

Article 4 – Governance

1. **Board of Directors (also referred to as “the Board”)**
 - a. The property and business of the Club shall be managed by a volunteer Board of Directors made up of elected members.
 - b. There shall be a minimum of three (3) and maximum of ten (10) directors.
 - c. Directors must be a minimum age of eighteen (18) years, be a member in good standing of the Club, not be in bankrupt status, and may not be a paid employee or paid contractor of the Club.

2. Board Positions

The Board of Directors shall include the following positions:

- a. President
- b. Vice-President
- c. Past President (1 year only)
- d. Treasurer
- e. Secretary
- f. Directors-at-Large (maximum of 5)



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3. Powers and Responsibilities of Board of Directors

The Board of Directors shall:

- a. carry out its duties in a manner consistent with the objectives of the organization and in keeping with the best interests of the Club.
- b. ensure the Club meets all legal requirements including, but not limited to, tax reporting, maintenance and retention of documents and confidentiality of information.
- c. enforce the Club Constitution and Bylaws and Rules and Regulations.
- d. hire, and determine remuneration of, contracted workers, as required, including, but not limited to, the Club Pro(s), Club Manager and monitors.
- e. appoint a sub-committee or other advisory body as it deems necessary with powers it deems fit. The Board may dissolve any duly formed sub-committee/advisory body.

4. Duties of Directors:

- a. President shall:
 - i. exercise general supervision over the affairs of the Club.
 - ii. preside at all Board and General meetings of the Club.
 - iii. set the agenda for all General Meetings.
 - iv. be a signing authority
 - v. ensure compliance with the agreement established with the City of Ottawa
- b. Vice-President shall:
 - i. assist the President in carrying out duties and responsibilities.
 - ii. perform all the presidential duties in the absence of the President.
- c. Past President shall:
 - i. act in an advisory capacity for a period of one year.
- d. Treasurer shall:
 - i. maintain proper books of accounts and have care and custody of all funds of the the Club.
 - ii. make such disbursements as are authorized by the Board.
 - iii. be responsible for reconciling and reporting to the Board of Directors the Club financial standing at each board meeting.
 - iv. prepare a financial report, including revenue, expenses and a proposed budget for the following year for the Annual General Meeting.
 - v. be a signing authority.
- e. Secretary shall:
 - i. accurately record and maintain minutes of all Board and General meetings.
 - ii. maintain up-to-date Constitution and Bylaws, Club Rules and Regulations, list of Board and committee members and all other legal documents of the Club in a secure location.
- f. Directors-at-Large shall:
 - i. carry out duties and responsibilities as required.



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5. Election of Board of Directors

- a. The election of directors shall take place each year at the Annual General Meeting by majority vote of those members present of 18 years of age.
- b. Only Past President does not require election.
- c. Positions up for election shall be communicated in writing to the membership twenty-one (21) days before the Annual General Meeting.
- d. Board members currently holding those positions may choose to stand for re-election provided they have not reached their maximum term on the Board as outlined under Terms Of Office.
- e. Nominations shall be submitted in writing to the Board fourteen (14) days before the General Meeting.
- f. Communication shall be sent in writing to the membership seven (7) days prior to General Meeting indicating all validly submitted nominations, as outlined above, for election/re-election.
- g. At the Annual General Meeting, where two (2) or more candidates exist for a position an election shall take place. Candidates shall leave the meeting and an election shall take place by majority vote in their absence.
- h. Slate of proposed Directors shall then be approved by majority vote.
- i. Existing Board members will continue to serve until new term starts on January 1 of following year.

6. Terms of Office

- a. The term for the elected Board of Directors shall be two (2) years starting January 1 following election. Efforts shall be made to stagger terms to ensure continuity of Board functions.
- b. No member shall serve on the Board for more than four (4) consecutive years. Should that member subsequently wish to serve on the Board again, he/she must wait one (1) year to be elected and/or appointed.
- c. If a Board member wishes to serve beyond the 2 year period their name is put up for election to the board as it would be for any other nominee.
- d. Terms of office may be extended by resolution of the Board of Directors in the event there are insufficient candidates available to fill the position by election.
- e. In the event of a vacancy occurring after the Annual General Meeting, a successor may be appointed by the Board of Directors and such appointment shall be until an election can be done at the next General Meeting.

7. Removal of Director

- a. A Director may be removed or suspended from the Board by majority vote of the Board of Directors on the grounds of financial malfeasance, dereliction of duty, violation of the Club's Constitution and Bylaws, Rules or Regulations or, by conduct that brings reproach or disgrace upon the Club, or for other just cause. A Director who is removed or suspended shall have the right to appeal to the membership at a general meeting to either confirm or reject their removal/suspension.



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8. Indemnity

- a. Every Director shall be indemnified through the provision by the Club of Commercial General Liability Insurance and Directors and Officers Insurance with respect to any matter related to the duties of the office, except those occasioned by willful neglect or default.
- b. A Director shall be liable for :
 - i. a breach of the director's fiduciary duty to the corporation for failing to act in the best interest of the Club.
 - ii. failing to exercise the requisite standard of care in discharging their duties on behalf of the Club.
 - iii. authorizing or participating in a criminal offence while acting on behalf of the Club regardless of the timing of their resignation.

Article 5 - Meetings

1. General Meetings of Members

- a. Notice of any General Meeting of the membership, including Annual General Meetings, shall be made available to all members at least twenty-one (21) days in advance.
- b. There shall be at least one Annual General Meeting each year to be held at the conclusion of the playing season.
- c. Annual General Meetings shall, at a minimum, feature the following:
 - i. President's report on the Club's activities of the year
 - ii. Treasurer's report, including revenue, expenses and a proposed budget for the following year
 - iii. Public Accountant's report, if relevant
 - iv. Election of Directors
- d. A quorum at Annual and General meetings shall be 5% of adult members.
- e. Members in good standing (as described under Membership), and over the age of 18 shall be eligible to vote at Annual and General Meetings.
- f. Decisions shall be made by majority vote of those present and eligible to vote, provided there is a quorum.
- g. President/Chair shall vote only in case of a tie.
- h. Minutes of Annual and other General Meetings shall be posted on the Club website within one (1) month of the meeting.

2. Director's Meetings

- a. Meetings shall be held at the discretion of the Board of Directors.
- b. A quorum shall consist of more than 50% of Directors. Should the number of Directors attending a meeting fall below a quorum, motions presented at that meeting shall be ratified at a subsequent meeting with a quorum present.
- c. Decisions shall be made by majority vote of those Board members present, provided there is a quorum.
- d. On occasion, time-sensitive decisions may be made between meetings, as necessary, provided that the majority of the Board of Directors are in agreement and the decision is minuted by the Secretary for inclusion into the next meeting minutes.
- e. Anyone who wishes to make a presentation to the Board shall contact a Board member prior to the meeting and ask to be added to the agenda.



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Article 6 - Membership

1. A member in good standing shall be anyone who has paid the required membership fees, or has been granted membership by the Board of Directors, and is not the subject of a disciplinary action by the Club.
2. Annual membership covers period May 1 to April 30 of the following year.
3. Fees for membership shall be set each year by the Board of Directors, in line with the Club's objectives, financial position and future financial requirements.
4. The Board of Directors reserves the right to restrict the maximum number of members eligible to join based on current facilities.
5. Various categories of membership shall be offered at the discretion of the Board of Directors (e.g. junior, adult, senior, family).
6. Memberships shall not be transferrable.

Article 7 - Rules and Regulations

1. Club Rules and Regulations shall be established and modified, as required, by the Board of Directors.
2. Rules and Regulations shall be posted on the Club website and in the clubhouse.
3. Members shall conduct themselves in accordance with the Club's Rules and Regulations. Failure to do so may result in disciplinary action up to and including revoking of membership.

Article 8 - Disciplinary Action

1. Allegations of improper conduct and behaviour by a Club member shall be investigated by the Board of Directors.
2. Willful damage to the Club's facilities/assets may result in disciplinary action up to and including revoking of membership and compensation by the member for the damage.
3. The member in question shall be advised of any disciplinary action in writing. Where the member is a Junior member, notice shall be sent to the member's parent(s)/guardian(s).
4. The member shall have the opportunity, if desired, to attend the next Board meeting to appeal the decision.
5. The Board of Directors shall consider the member's point of view in arriving at a final decision and shall notify said member concerning such final decision within twenty-one (21) days of the Board meeting. The Board of Directors' decision shall be final and binding on the member without any further right of appeal.
6. Revoking of member's membership requires a majority vote of Board members.

Article 9 - Financial Dealings

1. The Board of Directors shall administer the financial affairs of the Club, authorize expenditures, investments of Club funds, and enter into lawful contracts with suppliers, contractors and individuals to a maximum of \$10,000. Any expenditures, loans, or contracts exceeding this maximum amount shall be approved by a majority vote of members at a general meeting or other process.
2. Signing officers shall be the President or Vice-President and the Treasurer.
3. Expenditures on behalf of the Club by members of the Board of amounts greater than \$200 shall require approval from the President, Vice President or Treasurer.
4. Disbursements by the treasurer of amounts greater than \$1,000 shall require approval of the President or Vice-President.
5. The fiscal year shall be from October 01 to September 30 of the following year.



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Article 10 - The Season

1. The Club season shall run, weather dependent, from May to October of the same year, the exact dates to be determined annually by the Board of Directors.

Article 11 - Amendment of Bylaws

1. The Board of Directors may recommend amending or repealing any part or parts of these Constitution and Bylaws by presenting a motion at an Annual or General Meeting of the members.
2. Proposed amendment(s) shall be sent in writing to members twenty-one (21) days in advance of the meeting, and posted on the Club website. Such a motion must be confirmed by a majority vote of the members eligible to vote where a quorum of members is present.

Article 12 - Dissolution

1. Dissolution of the Corporation shall be in accordance with the Canada Not-For-Profit Corporations Act.

ENACTED October 25, 2023