

Halifax Rowing Club By-laws
Approved February 10, 2015

1.0 Name and Location

- 1.1 The name of the Club is the 'Halifax Rowing Club' and shall be referred to as 'the Club' from here on.
 - 1.1.1 The name of the Club may be shortened to 'HRC'.
- 1.2 The Club is a not-for-profit organization registered under the Societies Act of the Province of Nova Scotia
- 1.3 The Club is located in the Halifax Regional Municipality, in the Province of Nova Scotia
 - 1.3.1 The mailing address for the Club is: PO Box 62, Central Stn
Halifax, NS B3J 2L4

2.0 Definitions & Interpretation

- 2.1 **'Board'** means the Directors of the Club and includes the President, Vice-president, Secretary, Treasurer, Member-at-Large, Past-President and all other Directors of the Club
- 2.2 **'Executive'** means the President, Vice-President, Secretary, Treasurer, Member-at-Large and the Past-President
- 2.3 **'Meeting'** means the Club's Annual General Meeting, a Regular Meeting, or a Special Meeting
- 2.4 **'Special Resolution'** means a resolution passed by three-quarters of those present to vote 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.
- 2.5 **'Rowing'** means both sweep oar rowing and sculling
- 2.6 **'Member'** is anyone, with the exception of those only registered to participate in a Learn-to-Row Program, who has completed and signed the appropriate membership forms & waivers, paid any required fees, and is approved by the Club Registrar to be a Member of the Club.

2.7 Interpretation

- 2.7.1 Singular and Plural: words indicating the singular also include the plural, and vice versa

- 2.7.2 Masculine and feminine: words such as she, her and hers should be understood to include he, him and his and vice versa
- 2.7.3 Headings are for convenience only. They do not affect the interpretation of these by-laws.
- 2.7.4 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
- 2.7.5 Written communication: includes electronic communication via the Club website, social media, email, etc.
- 2.7.6 Liberal Interpretation: these by-laws must be interpreted broadly and generously

3.0 Membership

Anyone can become a Member of the Club. Individuals must complete and sign the appropriate membership forms & waivers, pay the required fees, and be approved by the Club Registrar to be considered a Member of the Club. Some categories of membership are restricted to individuals within a certain age group, with specified physical abilities, and/or with appropriate rowing experience.

3.1 Categories of Membership

- 3.1.1 Adult – open individuals who are, as of January 1 of the year a rowing program is offered, 19 years old or older.
- 3.1.2 Junior: open individuals who are, as of January 1 of the year a rowing program is offered, between the ages of 13 and 18 years old. Note: individuals who are younger may be considered for membership in the Junior Category.
- 3.1.3 Student: open to individuals who are, as of the date of registration, full-time University or College students.
- 3.1.4 Associate: open to individuals who do not wish to row but who are interested in supporting, encouraging, and promoting the objectives of the Club.
- 3.1.5 Honorary: open to individuals who have been granted the status of Honorary Member after a resolution recognizing the contribution of the individual to the club or its objectives has been passed by a unanimous vote of the Board.

3.2 Rights of Members

- 3.2.1 Members can attend any meetings of the Club

- 3.2.2 Members can vote on issues put before them at meetings of the Club
- 3.2.3 Members who are over the age of 18 and not employees of the Club are eligible to become members of the Board.
- 3.2.4 Members are entitled to receive notices of Club meetings, regattas, fund raising opportunities, events, activities, and news items
- 3.2.5 Members, other than Associate Members, are entitled to participate in Club rowing programs for which they have paid the appropriate fee(s), make use of Club facilities, and with permission of the Board, after paying the appropriate fee and signing the appropriate forms, store boats or other equipment in the Club.
- 3.2.6 Associate Members are non-rowing Members, entitled to all Member Rights, but are not eligible to participate in any Club rowing program, or make use of Club facilities for storage of boats or other equipment.
- 3.2.7 Honorary Members are granted membership in recognition of their contributions to the Club or its objectives. Honorary Members are granted this status for a period of one or more years, or for life, at the sole discretion of the Board. Honorary Members may participate in Club rowing programs without paying the program fees, but they are required to pay fees levied by RowNS, Rowing Canada Aviron, regatta related fees, boat storage fees, and all Other Fees as determined by the Board.
 - 3.2.7.1 Current Directors are not eligible for Honorary Membership
 - 3.2.7.2 The Board will ensure there are no more than four (4) Honorary Members at any time.
 - 3.2.7.3 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:
 - 3.2.7.3.1 why Honorary Membership should be granted
 - 3.2.7.3.2 how long Honorary Membership should be granted for.
- 3.2.8 Members may resign at any time by submitting their resignation in writing to the Secretary. Fees paid to the Club will not be refunded if a member resigns.

3.3 Restrictions on Members

- 3.3.1 Members cannot transfer their membership to another person.

3.4 Obligations of Members

3.4.1 Members are expected to abide by Club policies and procedures as defined by the Club through these By-laws, approved policies and procedures, or by commonly accepted public standards. Failure to do so may result in suspension or termination of 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.

3.5 Volunteer Commitment

3.5.1 The Club depends on Members contributing volunteer time for purposes such as maintenance and operation of Club facilities, equipment, programs, and fund raising. Each year the Board will define the minimum necessary commitment in hours, events and/or tasks for each member. The Board may also define a monetary equivalent for some or all of these tasks so that Members may choose between the alternatives of contributing volunteer time or paying an amount *in lieu*. The Board may, at its discretion, require post-dated cheques from Members for all or part of the monetary equivalent of the required volunteer commitment. In the event a Member does not perform the required volunteer commitment the Member's post-dated cheque may be cashed.

3.5.2 Each member of the Board will be credited 10 volunteer hours at the start of each membership year.

3.6 Membership Year

3.6.1 The membership year is April 1st – March 31st (e.g. April 1, 2015 – March 31, 2016)

4.0 Visiting Rowers

4.1 The Club will accept Visiting Rowers to row at the Club 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.

4.2 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.

4.3 Visiting Rowers may only row at times and use Club equipment that they have been approved for by a Club Coach.

5.0 Board of Directors

5.1 Governance and Management of the Club

5.1.1 The Board of Directors (Board) governs and manages the affairs of the Club. The Board, in its entirety, is responsible for both policy-making for and administration of the Club. The Board may hire paid employees to carry out specified management functions under the direction and supervision of the Board.

5.2 Election of Directors

5.2.1 At least sixty days prior to an Annual General meeting, the Executive will appoint a Nominating Committee consisting of:

5.2.1.1 The Past-President or in their absence, the President

5.2.1.2 Another Executive member

5.2.1.3 Another Member who is not a Director

5.2.2 The Nominating Committee will identify willing, eligible Members 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.

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

5.2.4 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.

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

5.2.4.2 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.

5.2.5 The list of names of the new Board will be made available on the Club's website.

5.3 Composition of the Board

- 5.3.1 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.
- 5.3.2 The Executive of the Board is made up of the President, Vice-President, Secretary, Treasurer, the Member-at-Large and Past-President.
- 5.3.3 The Board is elected each year by Members at Club's Annual General Meeting.

5.4 Terms of Office

- 5.4.1 Directors of the Club are elected to serve for a one-year term.
- 5.4.2 Directors of the Club are eligible to serve as a Director for no more than six consecutive years.
- 5.4.3 If a Director of the Club serves on the Board for six consecutive years they must step down from the Board for at least one year before they are once again eligible to become a Director of the Club.
- 5.4.4 Directors begin their one year term immediately following the Annual General Meeting.

5.5 Removal of a Director

- 5.5.1 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.
- 5.5.2 The Members may, by special resolution, remove any Director and appoint another Member to complete the term of office

5.6 Board Member Duties & Responsibilities

An overview of the duties and responsibilities of Board Members is included in these By-laws. More detailed and specific descriptions are to be developed and approved by the Board and made available on the Club website. The detailed and specific descriptions take precedence over the information in these By-laws.

- 5.6.1 President – takes command of the Club and carries on the work of the Club to promote its interests. The President chairs all Board meetings and regular meetings to enforce the By-Laws and Regulations.

- 5.6.2 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.
- 5.6.3 Secretary – keeps a correct list of Members and notifies Members of meetings. The Secretary will keep minutes of all meetings and keep copies of correspondence and reports of sub-committees. The Secretary will have custody and use of the Seal, if any, which may be affixed to any document upon resolution of the Board.
- 5.6.4 Treasurer – will collect all dues, responsible for payment of all invoices for materials and services and will prepare a written financial statement containing a balance sheet and an operating account to present to the Annual General Meeting.
 - 5.6.4.1 The Treasurer will also be responsible for filing the annual requirements with the office of the Registrar (Registry of Joint Stocks), including, within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election
- 5.6.5 Member-at-Large – represents the Members of the club by voicing the interests and concerns of the Members.
- 5.6.6 Past-President – will offer their advice to the Board of Directors based on their experience. The past-president is encouraged to attend all Board of Director meetings but has no vote.
- 5.6.7 Other Directors – other directors may be assigned specific duties and responsibilities at the discretion of the Board.

5.7 Payments / Remuneration / Expenses

- 5.7.1 No Director of the Club receives any payment for services as a Member or Director.
- 5.7.2 Directors and officers shall serve without remuneration and shall not receive any profit from their positions.
- 5.7.3 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.

5.8 Board Meetings

- 5.8.1 The Board will meet as often as is required to carry out the business of the club.

- 5.8.2 Quorum for Board meetings is at least 50% or more of the total number of Directors, with at least one person being the President or Vice-President.
- 5.8.3 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.
- 5.8.4 Board members can attend meetings of the Board via telephone or other technology that allows them to hear and contribute to all Board discussions.
- 5.8.5 Board meetings are open to all Members, however if a majority of the Board agrees, the Directors may meet 'in camera' for any reason.

5.9 Board Approval of Motions

- 5.9.1 All motions put forward at a meeting of the Board, other than those related to the borrowing of monies, must be approved by 50% plus one or more of the Directors present.
- 5.9.2 The Board may use electronic means (e.g. email, on-line bulletin boards, file sharing systems, etc.) to distribute information related to a motion and/or discuss Board motions.

5.10 Establishing Club Policies and Procedures

- 5.10.1 The Board may 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.
- 5.10.2 The Board will, from time to time, review all policies and procedures and change them in order to ensure they are meeting the needs of the Club.
- 5.10.3 All policies and procedures, and any changes to these, must be approved by the Board and presented to the Members:
 - 5.10.3.1 At a Club Meeting or
 - 5.10.3.2 Through written communications.
- 5.10.4 Members may ask for a review of any club policy or procedure by presenting a motion at a Meeting.
 - 5.10.4.1 If the motion is approved by a majority of Members at the Meeting, the Board will form a committee to review the policy and procedure.
 - 5.10.4.2 The Committee will seek input and feedback from a wide range of Members.

5.10.4.3 Recommendations from the committee will be presented to the Board for approval.

5.11 Board Committees

5.11.1 Establishing Committees

5.11.1.1 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.

5.11.1.2 The Board may recruit Members who are not on the Board to be members of any Board Committee.

5.11.2 Roles and Responsibilities of Board Committees

5.11.2.1 All Committees will be chaired by a Director and shall report to the Board through the Director.

5.11.2.2 Committees have no authority to make decisions or act on behalf of the Club.

5.11.2.3 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.

5.12 Board Vacancy

5.12.1 If a vacancy occurs on the Board:

5.12.1.1 One of the remaining Directors may fill that position, or

5.12.1.2 The Board may choose a replacement to serve as a Director from the list of the eligible Members. The replacement must be approved by a majority vote of the Board and will serve as a Director until the next Annual General Meeting

5.13 Guests at Board Meetings

5.13.1 The Board may, at their discretion, invite anyone to attend a Board Meeting as a Guest.

5.13.2 Guests may speak to issues and motions at the Board Meeting but may not vote on any motions put before the Board.

5.14 Employees of the Club

5.14.1 If at any time a Director of the Club becomes an employee of the Club, the Director will step down from their Director position.

5.14.2 This individual may, if they are willing and at the discretion of the Board

5.14.2.1 Continue to assist the Board by continuing to fulfill the duties as assigned to them by the Board.

5.14.2.2 Attend Board Meetings as a guest of the Board but not vote on any motions put before the Board.

6.0 Fees and Dues

6.1 Membership Fees

6.1.1 Annually, the Board decides and agrees upon the membership fees for each membership category, rowing program, boat storage, etc.

6.1.2 The Board may define fee payment schedules to provide alternatives to payment by a single lump sum.

6.1.3 The Board can agree to waive or reduce program fees to Members for reasons of financial hardship.

6.2 Other Fees

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

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

6.3 Posting of Fees

6.3.1 All Club fees will be available on the Club website.

6.4 Late or Non-payment of fees

6.4.1 Fees will be considered late if not received within one month of the stipulated payment date. Members with late fees may, at the discretion of the Board, have their rights of membership suspended until the fees are paid.

- 6.4.2 If fees are not paid within three months of the stipulated payment date or dates, the Board may terminate the membership of the individual, provided a notice of non-payment has been sent to the Member's last known mail address at least thirty days before the termination is to come into effect.

7.0 Financial Matters

- 7.1 The fiscal year for the Club is from November 1st to October 31st
- 7.2 A financial statement of Revenues and Expenditures will be completed without delay at the end of the fiscal year.
- 7.3 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:
- 7.3.1 a balance sheet showing its assets, liabilities and equity, and
 - 7.3.2 a statement of its income and expenditure in the preceding fiscal year.
- 7.4 A copy of the financial report shall be signed by the auditor or by the Treasurer and at least one other Director.
- 7.5 An auditor of the Club may be appointed by the Members at the annual general meeting and, if the Members fail to appoint an auditor, the Directors may do so.
- 7.6 An audit may be requested by the Members at the Annual General Meeting or a Special Meeting of the Club. A simple majority of those present is required at which time the Board will appoint an accountant/auditor to conduct the audit.
- 7.7 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 the date, time and location.

8.0 Borrowing Monies

- 8.1 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.
- 8.2 The Club may borrow money in excess of \$25,000, only if this is approved by a Special Resolution voted upon by the Members at a Meeting.

9.0 Recognition Awards

- 9.1 The Board can award Retiring Directors with a non-monetary award that recognizes their contributions to the Board and the Club. The maximum value of the award will be

no more than \$10 per year of service unless this amount is modified through a motion that is voted upon and approved by the Members at a Meeting.

10.0 Club Meetings

10.1 The Annual General Meeting (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

10.2 The Secretary will prepare and distribute the agenda for the AGM at least 15 days prior to the meeting.

10.3 The Order of Business for the AGM shall be:

10.3.1 The minutes of the previous year's AGM shall be reviewed and approved.

10.3.2 Committee and/or Director reports will be presented

10.3.3 The Treasurer will review the financial statements for the past fiscal year

10.3.4 Consideration of Motions and/or Special Resolutions

10.3.5 Consideration of motions from the floor

10.3.6 Appointment of Auditors

10.3.7 Election of Directors

10.4 Twenty (20) voting Members will be quorum at any Meeting of the Club.

10.5 All meetings of the Club will be conducted in accordance with Robert's Rules of Order.

10.6 A Special Meeting of the club can be called by:

10.6.1 The President

10.6.2 The Board

10.6.3 A written request signed by at least ten (10) 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.

10.6.4 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.

10.7 The Secretary will post the minutes of all Meetings on the Club Website.

11.0 Voting and Business

11.1 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, subject to 10.6.4 above.

11.2 At Meetings every Member can vote on every motion.

12.0 Amendments to the By-laws

12.1 Members may amend, alter, or repeal these By-laws by Special Resolution at any Meeting

12.2 A copy of the Special Resolution to amend, alter, or repeal 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.

12.3 No cancellation, alteration or addition to the Club's By-laws take effect until updated By-laws have been submitted to and approved by Nova Scotia's Registry of Joint Stocks.

13.0 Discipline, Suspension, and Expulsion

13.1 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:

13.1.1 Infringed any by-law or regulation of the Club;

13.1.2 Been guilty of conduct unbecoming a Member of the Club;

13.1.3 Carelessly or recklessly caused damage to any equipment of the club;

13.1.4 Acted in a manner that has threatened the physical safety of themselves, or any other Member or guest of the Club.

13.1.5 Harassed, abused, discriminated against, or bullied any other Member or guest of the Club.

14.0 Grievances

14.1 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.

14.1.1 The Member shall submit the grievance in writing and address it to the President

- 14.1.2 The President will review the grievance with the other members of the Executive and bring a recommendation for action to the Board.
- 14.1.3 The Board will review the recommendation from the Executive and may vote to amend or modify it.
- 14.1.4 The Board will vote on the recommendation, including any agreed upon amendments, from the Executive.
- 14.1.5 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
 - 14.1.5.1 Any Board member may recuse themselves from discussions or votes related to any Grievance if they feel there is a conflict of interest.
- 14.1.6 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.
- 14.1.7 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.

15.0 Availability of By-Laws , Policies, and Procedures

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