

## General By-Laws

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Whereas the Directors of Stonewall Curling Club Inc. deem it advisable that certain By-Laws for the regulation of the management of the affairs of the Corporation should be enacted:

BE IT THEREFORE PASSED AND ENACTED AS FOLLOWS:

1. The name of the Corporation is "STONEWALL CURLING CLUB INC."
2. The Head Office of the Corporation shall be at Stonewall, in Manitoba.
3. The affairs of the Corporation shall be managed by no more than a board of sixteen Directors of whom 50% plus one shall form a quorum.
4. The Directors of the Corporation shall be elected from time to time in the manner hereinafter set forth.
5. The qualifications of a Director shall be that he/she has been duly admitted to membership in the Corporation and has paid his/her membership fee for the current year.
6. The applicants for incorporation of the said Corporation shall be the first members thereof and the Corporation shall consist of such applicants and of those persons of the full age of eighteen years who shall be admitted to membership in the Corporation by resolution of the Board of Directors and who shall have paid their membership fees for the current year.
7. The entrance fee shall be nil and there shall be an annual membership fee set by the Board of Directors, which must be approved by the annual meeting. If any member shall fail to pay their membership fee within two weeks from the date on which it is payable as herein provided he/she shall immediately cease to be a member.
8. The first general meeting of the Corporation shall be held at such time and place as the Directors may determine.
9. The annual meeting of the Corporation's members shall be held at Stonewall, in Manitoba, at such time and place as the Directors may decide.
10. Every member shall furnish the Membership Director with an address at which notice may be served upon or mailed to him/her and default therefore of notice shall be addressed to him/her at Stonewall, Manitoba.

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11. Notice of the annual meeting or of a special general meeting of the members shall be posted on website as well as emails sent to all members aforesaid at least fourteen days prior to the meeting.
12. A full and complete list of the members of the Corporation shall be prepared by the Membership Director at least fourteen days before each annual meeting of the members.
13. Ten members present in person shall constitute a quorum for the transaction of business at an annual or special general meeting excepting that in the absence of a quorum a less number shall have the right to adjourn the meeting to a fixed date thereafter at which meeting five of the members present in person shall constitute a quorum.
14. Any question coming before any annual or special general meeting of the members of the Corporation shall be decided by a majority of votes and in case of an equality of votes, the President or Chairman shall have the casting vote.
15. The Board of Directors shall be composed of sixteen members of which one shall be appointed annually by each of the following clubs to represent its interest:
  - i. Monday Ladies League
  - ii. Wednesday Ladies League
  - iii. Tuesday Men's League
  - iv. Thursday Mixed League
  - v. Seniors League
  - vi. Junior League
  - vii. Stick League

And the other nine directors shall be elected at the annual meeting of the Corporation, four of the said directors to serve the two year term, and three of such Directors to serve a one year term, for the first year, and thereafter any persons elected to serve as such Directors shall serve a two year term:

- i. President
- ii. Vice-President
- iii. Treasurer
- iv. Secretary
- v. Membership Director
- vi. Volunteer Director

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- vii. Marketing Director
  - viii. Fundraising Director
  - ix. Buildings Operations Director
  - x. Rentals Director (non-voting Director)
16. Unless a vote by ballot is demanded by a majority of the members present at the meeting, all questions shall be decided by a show of hands. If a recorded vote (to show in the minutes which Director is for and against a motion) is demanded by a Director present, the request must be made before the motion is made in order for the vote to be recorded in the minutes.
17. At all meetings of the members the following order of business shall be substantially observed as far as consistent with the purposes of the meeting viz:
- i. Proof of notice of meeting
  - ii. Report as to quorum
  - iii. Reading of minutes of preceding meeting
  - iv. Report of President
  - v. Report of Treasurer
  - vi. Election of Directors
  - vii. Unfinished business
  - viii. New business
18. The order of business may be changed by vote of the majority of the members present.
19. The fiscal year of the Corporation shall end on such date as may be determined by resolution of the Board of Directors.
20. There shall be a President, Vice-President, Secretary, and Treasurer of Corporation, each of whom shall be a Director of the Corporation except the Secretary and Treasurer need not to be Directors and the Directors shall from time to time elect such officers, among those Directors elected at the annual meeting of the Corporation as aforesaid.
21. The members at each annual meeting shall determine whether to appoint an auditor(s) to review the financial statements. If an appointment is made, the auditor will hold office until the close of next annual meeting.

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22. Meetings of the Board of Directors may be called by the President on presentation of three or more Directors on such notice to each Director by the Secretary as by him/her may be deemed necessary and advisable. Such notice may be by two days previous notice thereof given by telephone or emailed or delivered to each Director personally or left at his/her residence.
23. All questions arising at any meeting of Directors shall be decided by a majority of votes and in case of equality of votes the President or in his/her absence the Vice-President shall have casting vote.
24. If the office of any Director or of any officer remains unfilled or becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining Directors although less than a quorum, by a majority vote, may elect a successor, or successors, who shall hold office for the unexpired term.
25. Any Director or other elected officer may resign his/her office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation unless some other time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it valid.
26. In case of the absence of any officer of the Corporation or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his/her powers and duties to any other officer or to any Director for the time being.
27. The President shall be the chief executive officer and head of the Corporation.
28. The President shall preside at all meetings of the members. He/she shall also preside at all meetings of the Board of Directors and appoint all special or other general meetings unless otherwise ordered by the Board.
29. The Secretary shall keep a record of the proceedings of all meetings of the members and Directors and shall be custodian of all the books, papers and records of the Corporation annually in the filing cabinet located in the office of the Stonewall Curling Club.
30. The Treasurer shall have charge of the money of the Corporation and shall perform all the duties usually assigned to and performed by a Treasurer of a Corporation.

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31. The Vice-President shall, in the absence of the President, perform all the duties of the President and shall assist the President in every way.
32. A bank account or accounts shall be kept in the name of the Corporation in such bank or banks as the Directors may select, and any bank account may be changed by the Directors by resolution.
33. All cheques, drafts, promissory notes, money orders or documents for payment of money shall be signed or endorsed by the two of the three signing authorities established by the Board of Directors.
34. The Directors shall cause true accounts to be kept of the assets and liabilities of the Corporation and of all sums of money received and expended by the Corporation and the matter in respect of which such receipt or expenditure takes place, and at least in each year they shall lay before the members in general meeting assembled a statement of income and expenditure for the preceding year. A balance sheet shall be made out every year which shall contain a summary and statement of the assets and liabilities of the Corporation arranged under the necessary headings.
35. All documents issued by the Corporation shall be signed by the President and Secretary or by either of them and the Vice-President.

PASSED AND ENACTED as the General By-Laws of STONEWALL CURLING CLUB INC. at a meeting of the Directors thereof held on the 5th day of June A.D. 2017.

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President

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Secretary