

## **Kawartha Whitewater Paddlers Club "Constitution and By-laws" Version 5**

### **1. Mission:**

Kawartha Whitewater Paddlers' mission is to unite recreational whitewater paddlers in exploring rivers in Central Ontario and surrounding regions with emphasis on safety, skill improvement and social interaction with other paddlers. The club supports new and experienced paddlers, fostering a vibrant recreational, and educational paddling environment.

### **2. Vision**

KWP will, first and foremost, work to provide an all-inclusive recreational whitewater paddling club for the diverse paddling community. The club provides paddlers a platform to connect with other paddlers through a multitude of paddling and social activities. The club will also focus on promoting river and paddling safety, paddling skills, river access and advocacy, and stewardship of relevant waterways and adjacent lands.

### **3. Structure and Governance:**

#### **3A. Elections, Nominations and Terms:**

3A.1. The directors will be elected by members via vote at the Annual General Meeting, which must be held between September 1st and December 28th.

3A.2. Nominations for directors can be made by KWP directors, KWP members or by those members wishing to be elected themselves. Nominations may be accepted prior to the AGM by email to the board president within one week before the AGM, or in person up to the time of voting at the AGM.

3A.3. All nominees for a director role, except for the role of Member at Large, must have been a KWP member for at least one year.

3A.4 The term of office of the Directors shall be one year; from the date of the meeting at which they are elected until the next annual meeting or until their successors are elected.

3A.5. The responsibilities of the board are defined in section 3D of this constitution.

3A. 6. At the AGM the board shall endeavor to elect five directors.

3A.7. If at any point in the year, the board decides to add more board members they must be elected by the general membership.

3A. 8. Elections may be held either during the AGM or via a special meeting of membership at any time throughout the year.

3A. 9. If at any point the number of directors falls below three due to departure of directors for whatever reasons, the board must seek to find a third director to finish the year, by calling a special

meeting of the general membership and holding an election, within two months of the director's departure.

3A.10. At any time, the board may build sub-committees and be made up of volunteers from the membership. Sub-committees will report to the board as requested by the board.

3A. 11. To remove a director from the board before the expiration of the director's term of office, a vote must be held at a meeting of the membership, as per meeting and voting procedures outlined in this constitution.

3A. 12. If a director ceases to be a director for whatever reasons they must return all properties and documents to the remaining board members within one month of ceasing to be a director.

**B. Board of Directors Voting Procedures:**

3B. 1. Each director will only have one vote on any question-

3B. 2. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote and discussion must continue until a solution is determined via majority vote.

3B. 3. A quorum for the transaction of business at a Directors' meeting is 50% of the Board of Directors.

3B. 4. Meetings and votes may be either in person, via telephone or video conference call, or via email.

3B. 5. If a vote must be put to question via email, the directors must be given at least one week from the day the vote was put to question and sent to all directors, to ensure that all directors have a chance to cast their votes via email.

**C. The Power and Duties of the board include:**

3C. 1. Promoting the mission and vision of the Club, promoting membership in the Club, maintaining and protecting the Club's assets and property, approving an annual budget for the Club, paying all expenses for operating and managing the Club, paying persons for services and protecting persons from debts of the Club, financing the operations of the Club including borrowing or raising monies for those operations, approving all contracts for the Club, maintaining all accounts and financial records of the Club, , appointing legal counsel as necessary, making policies, rules and regulations for managing and operating the Club and using its property and assets, selling, disposing of, or mortgaging any or all of the property of the Club, maintaining proper liability insurance for the directors, and sports insurance for all club and ensuring that all relevant applications, documents, and payments to insurer are submitted accordingly.

3C.2. The board will ensure that financial records, lists of assets and property, board meeting minutes and this constitution are all accessible to members either via a members' only section of the club website or distributed by email within two weeks of request by members.

#### **D. Roles and Responsibilities of Directors:**

**3D. 1. President:** call and chair board meetings and votes. Ensure all directors are notified of the meeting time and place with at least two days' notice. Ensure quorum is met at meetings of directors. Announce, plan and chair the annual general meeting and any other meeting of the membership, solicit more volunteers to assist where necessary or directly assist other directors. Work with Events planner and membership directors to ensure that sports insurance is obtained for club members – this includes fulfilling any safety guidelines, records and applications that may be required. Also ensure club and board liability insurance is obtained. Promote safety procedures and guidelines to members and trip leaders. Perform other club related duties as needed.

**3D. 2. Membership and Financial Management:** collect membership fees, keep membership record and ensure that insuring agent receives the list of members in good time, collect and distribute finances related to club events, keep record of all financial inputs and outputs, report to the AGM on yearly finances, make financial records available to members within two weeks of request. Perform other club related duties as needed.

**3D. 3. Events Planning and Promotion:** in collaboration with the board of directors write and submit the events calendar and list, according to policies and timelines to ensure adequate sports insurance coverage for members on paddling events, promote kwp events to members and attempt to provide river information such as levels, class of paddling, meeting times and dates for the full-club events as listed in the events sanctioning agreement, and identify trip leaders for these key club events. Preview any additional trip plans created by club members and submit them to insurance agent. Promote safety procedures and guidelines to members and trip leaders. Perform other club related duties as needed.

**3D. 4. Secretary / Website management:** Maintain website functioning or supervise hired webmaster, assist members and other board directors with posting or distributing club announcements, and ensure important club documents are distributed / posted and accessible for members. These will include documents such as this constitution, membership list, river safety policy, events list and calendar, trip leader list, emergency action plan forms. Ensure minutes of board meetings are distributed to members in a timely fashion either by email or on the club website. Perform other club related duties as needed.

**3D. 5. Member At Large** – the purpose of this position is to help a newer board member learn about the club operations so that there is always a volunteer director for the next year who will know the various responsibilities of the board. This member will attend board meetings, learn about the club, provide input and have a vote on all questions, as a voice of the membership. Perform other club related duties as needed.

## **4. General Membership**

### **4A. Membership Responsibilities and Fees**

**4A. 1. Membership** is open to the general public but the board does reserve the right to deny or revoke membership, based on behaviours such as; hurtful crimes, human rights abuses, or unreasonably dangerous behaviours; both on and off river, during club events or on club property, including digital or internet based property; as determined by the board.

**4A.2. Member Responsibilities:** At any club events and when representing the club, all members will endeavor to follow safety procedures as determined and promoted by the Board. All members will sign a waiver and recognize that their paddling safety is ultimately their own responsibility.

**4A. 3. Membership fees** will be set by the board of directors each year. The membership year is January 1 to December 31st. New Members may join throughout the year for the full membership fee. There is no pro-rated fee. Membership becomes effective upon receipt of the fee. Memberships purchased between Labour Day and December 31st will be effective for the remainder of the current calendar year and for the subsequent calendar year.

**4A. 4.** Membership fee is non-refundable.

**4A. 5.** A Membership is not transferable to any other person.

### **4B. Meeting of General Membership:**

**4B. 1.** The Directors may call for a meeting of the membership for any purpose.

**4B. 2.** Notice for any meeting of the general membership must be posted on the website, and emailed to all members, with two weeks' notice.

**4B. 3.** The Board shall convene a special meeting if requested to do so in writing from not less than one-tenth of the Members, for any purpose connected with the affairs of the club.

### **4C. Membership Meeting Voting Procedure:**

**4C. 1.** Questions arising at any membership meeting shall be decided by a majority of votes of those present at the meeting. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. The chair will determine and direct any such written ballot.

**4C. 2.** Members may only use the right to vote by proxy if they were present at the commencement of the meeting. Members may vote over a teleconference call if present by teleconference for the meeting.

**4C. 3.** If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

**4C. 4.** Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **5. Finances:**

### **5A. Financial Records:**

**5A. 1.** Any club member may request financial statements at any time and the board must present them within two weeks upon request.

**5A.2.** The financial year ends on December 31 of each year or on such other date as the Board may from time to time by resolution determine.

### **5B. Charitable Activities**

**5B. 1.** The club shall not support any charity that is not directly related to river advocacy and/or the sport of paddling. Club members may organize events and/or solicit support from club members as they chose to do so.

### **5C. Solvency**

**5C. 1.** Should KWP no longer function as a club for whitewater kayaking, the assets of the club are to be donated to a whitewater related paddling event, charity or some form of related but separate charitable organization; as determined by the board. Donation must be made within one month of dissolution.

### **5D. Director Remuneration:**

**5D. 1.** Directors and other volunteers may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties provided that the expense is approved by the board of directors in a meeting and the approval is documented in the minutes.

**5D. 2.** No director shall directly or indirectly receive any profit from occupying the position of Director.

**5D. 3.** If a director is to be hired on contract basis to perform a job for the club that director must declare a conflict of interest and not take part in the vote regarding the hiring of that job.

## **6. Protection of Directors:**

No Director, Officer or committee member will be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of KWP club or for joining in any receipt or for any loss, damage or expense happening through the insufficiency or deficiency of title to any property

acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. Acted honestly and in good faith to comply with the relevant laws.

**7. Protection of the Constitution and By-laws:**

The Membership may from time to time amend this constitution / by-law document by a majority of the votes cast at a meeting of the general membership. The Board may from time to time amend this constitution / by-law by taking it to a meeting of the general membership, but may not permit a transfer of membership.