Huntsville Disc Golf Club

By-Laws & Constitution

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# 1.0 - General

The Huntsville Disc Golf Club is an association of disc golfers formed to represent their collective disc golf interests. The club represents members from the “Evergreen Fields” disc golf course located in Huntsville Ontario.

The Huntsville Disc Golf Club values diversity and celebrates the contributions of people of all backgrounds, regardless of their age, ethnicity, race, color, abilities, religion, socioeconomic status, culture, sex, sexual orientation, and gender identity.

# 2.0 - Purpose

The Club's purpose is to**:**

### Coordinate the members' efforts in matters of:

* Course development, improvement, and maintenance,
* Program and event development & scheduling,
* Communication with members, recreational disc golfers, the community, our Town of Huntsville Liaisons and other clubs.
* Support other local course including but not limited to
	+ Limberlost Links Disc Golf Course
	+ Irwin Eagles Disc Golf Course
	+ Bondi Resort Disc Golf Course
	+ Deerhurst Ace Place Disc Golf Course
	+ Screaming Heads Disc Golf Course

### Provide club members an organization:

* To promote disc golf membership and participation locally and regionally,
* To provide credibility with the Town of Huntsville, the Ontario Disc Sports Association (“ODSA”), Canadian Disc Golf Association. (“CDGA”), and Professional Disc Golf Association (“PDGA”).

# 3.0 - Membership

## Code:

As a member of the HDGC, members agree to adhere to the club code while playing and conducting themselves in club-related forums.

1. Play Smart - Never throw into a blind area or when players, spectators, pedestrians, or other facility users are within range. Use a spotter and yell ‘fore’ if the disc may come close to others.
2. Respect the Course - Observe all posted rules including Town of Huntsville rules. No littering, graffiti, or abuse of equipment or flora.
3. Represent the Sport - Be positive and responsible. Teach others.

# 4.0 - Membership Types:

## 4.1 - EXECUTIVE MEMBERSHIP

• Full membership with executive council voting status.

• Must be an elected member of the club executive.

• Considered part of the club office; facilitate programming, perform maintenance, and help grow disc golf locally.

• Must maintain general club membership annually.

## 4.2 - GENERAL MEMBERSHIP

• Full membership with full responsibilities and executive eligibility.

• Must pay dues and fulfill responsibilities & club protocols.

• Entitled to full benefits: Annual membership package, club-only pots at league, ace pot eligibility at league, ability to host programming/events with executive approval, entitled to represent Huntsville Disc Golf Club for annual Ontario Club Championship.

## Benefits:

• One year membership in the **˜Huntsville Disc Golf Club"** (April 1st recurring)

• Annual membership merchandise package.

• An annual club bag tag and entry to club tag distribution series.

• Access to progressive league ace pot, closest-to-the-pin, and mini-ace.

• Discount on club merchandise.

• Early-access registration to club events, pending reserved spaces.

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| Dues Schedule:Executive Membership:  | $0 / year (General Membership is a prerequisite)  |
| General Membership:  | $30 / year  |

# 5.0 - Board of Directors

* The board of directors shall consist of a minimum of 4 and a maximum of 12 directors.
* A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Executive Member of the Club
* Directors must disclose any actual or potential conflict of interest in any matter under consideration by the board. Directors having such an interest may not participate in discussion or decision of the matter. This interest must be disclosed and recorded in the minutes.
* Directors will be elected for two-year board service terms.
* A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.
	+ A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.
* The term of a director may be terminated prior to the expiration by a 2/3rd majority of votes by the board of directors, or in any of the following ways:
	+ if she/he becomes incapable of performing the business of the Club
	+ if she/he is absent from four or more meetings of the board without satisfactory reason
	+ if she/he no longer resides in reasonable proximity to the Club
	+ if she/he becomes, or is discovered to be, an undischarged bankrupt
	+ if she/he has compromised the integrity of the Club due to, but not limited to, any of the following reasons
	+ if she/he has failed to properly account for monies or other property belonging to the Club
* New members can be voted in by the board at any time as long as there is a quorum.
* Directors shall serve without pay. Officers and directors shall be entitled to reimbursement for actual expenses incurred for club business. Such expense claims shall be approved by two directors and must accompany receipts.
* Directors shall be responsible at all times for discharging their duties in good faith and with a degree of care which an ordinary prudent person in a like position would use under similar circumstances and in a manner that they reasonably believe to be in the best interests of the club.
* The board may establish standing and ad hoc committees. Non-director members may be voting members of any committee of the board. At a minimum, one director will sit on each committee.

## 5.1 - Nominations and Elections

* Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting or at a Special General Meeting called for that purpose.
* Nominations and elections for positions open shall be held in the order of the positions listed in the Club’s Constitution.
* Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
* A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

## 5.2 - Nomination Procedures

* A nominee must be nominated by a Member of the Club.
* All nominations must be received no later than 14 days prior to the Annual General Meeting or Special General Meeting. Following this date, a report of all nominations will be published.
* Each nomination must be:
1. in writing or via electronic mail, and submitted by the Member;
2. accompanied by a brief biographical sketch of the nominee, with particular reference to
3. the nominee's qualifications for the position; and
4. signed by the nominee or accompanied by the nominee's letter of acceptance
* If a nominee currently holds a position on the Board of Directors, the person must submit along with the nomination, a signed letter of resignation or electronic mail from that Board Member indicating the resignation of the current position effective the commencement of the election process at the Members’ Meeting.
* Nominations from the floor at the Annual General Meeting may only be made under one of the following conditions:
1. if no nomination for a specific position was made in accordance with above, or if all valid nominations are subsequently withdrawn
2. if insufficient nominations were made in accordance with above for the position on the Board of Directors
3. if a nominee - whose nomination was made in accordance with above - is defeated for the position nominated, the nominee may be nominated from the floor for a subsequent position
4. notwithstanding the fact that one or more nominations were made in accordance with above for a specific position, upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nominations may be made from the floor for that position

## 5.3 - Election Procedures

* Prior to the election, the Chair of the meeting:
1. may appoint a returning Director to act as Chair, to oversee and run the election(s)
2. will ask all retiring Directors to leave the head table
3. will appoint tellers to assist in the election
* A majority of votes cast (i.e. more than 50% of the total eligible votes actually cast) is required for election as a Director.
* If only one person is nominated for election as a Director, that person shall be declared elected by acclamation, and no secret ballot held.
* If more than one person is nominated for election as a Director of the Board, each nominee will be invited to address the meeting for no more than three (3) minutes. Nominees will speak in reverse order of their nomination.

## 6.0 - Meetings

* There are two meeting classes the Huntsville Disc Golf Club can hold:
1. **Members’ Meetings**; where a Regular Member is invited to cast a vote. These meetings are:
	1. Annual General Meeting
	2. Special General Meetings
2. **Board of Directors’ Meetings**

## 6.1 - Procedures governing members’ meetings

* An official notice of each Members’ Meeting shall be given to all Members at least 21 days before the date the meeting is to be held, at such place, and at such date as the Board of Directors may determine.
* Such notification shall be made by newspaper announcement or by any other method determined by the Board of Directors.
* Ten voting Regular Members or 25% of the voting Membership, whichever is less, shall form a quorum at all general Members’ Meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.
* All Members’ Meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

## 6.2 - Type of Members’ Meetings

## 6.2.1 - Annual General Meeting

* The Club shall hold its Annual General Meeting not later than May 1st of the following year.
* Record of all attendees must be performed and a record of all eligible voting Regular Members must be logged into the Annual General Meeting minutes.

## 6.2.2 - Special General Meetings

* A Special General Meeting of the Club:
1. may be called by the Board of Directors, or
2. shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 Members or 25% of the voting Membership, whichever is less, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 30 days of receipt of the written request from the Members.
* Only the business set out in the notice of the Special General Meeting shall be considered.

## 6.3 - Voting at Members’ Meetings

* Every Regular Member aged 16 and over shall have the right to attend, speak and cast one vote at Members' Meeting of the Club.
* Every Regular Member under the age of 16 shall have the right to attend and speak at Members' Meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

## 6.4 - Proxy Voting at Members’ Meetings

* Every Regular Member, or parent or guardian of a Regular Member under the age of 16, entitled to vote at a Members’ Meeting may, by means of a proxy, appoint a person, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
* An individual may only hold one proxy.
* Proxies must be registered with the Club Administrator prior to the start of the Members’ Meeting.
* The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

## 6.5 - Board of Directors’ Meeting

* Regular meetings of the directors will be held according to a schedule determined by the board. Board members are expected to attend all regular board meetings.
* A majority of the directors shall constitute a quorum, or 50% plus one if there is an even number of directors.
* Resolutions shall be passed by vote (in person or electronically) and will require a majority vote by a quorum.
* The Chair (if one is elected) may choose whether or not to vote on a resolution.
* Resolutions may be passed without a meeting as long as a majority of the directors provide consent in writing (either through email or a formal letter) which states the action to be taken and each particular directors vote.

## 7.0 - Committees

* The Membership at any general Members’ Meeting, or the Board of Directors at any Club Executive Meeting, or any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

## 8.0 - Constitution and By-Law Amendments

* Amendments to the Constitution and By-Laws may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 14 days prior to a Members’ Meeting of the Club.
* Amendments to the Constitution and By-Laws must be approved at a Members’ Meeting by the majority of Board of Directors, and by a 2/3’s vote of the Membership voting in person or by proxy at a Members’ Meeting of the Club duly called for that purpose.
* All Members entitled to vote shall be notified with the Club’s notice of the said Members’ Meeting about Constitution and By-Law amendments.

## 9.0 - Indemnity

* Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

## 10.0 - Finances

* Finance committee will handle all financial transactions. This committee will contain at least four executive members and two signing executive members.
* Any dishonesty of financial resources or records will result in termination from the membership and would be subject to criminal law.
* Any member may request to have access to books and information with written notice.
* A financial update shall be presented at the annual AGM

## 11.0 - Execution of documents

* Aside from cheques, documents that require the signature of the club may be signed by any two directors. All documents so signed shall be binding upon the club without any further authorization or formality.