

**Balmy Beach Club
Foot of Beech Avenue
Toronto, Ontario, Canada
Founded 1903**

Bylaws

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BYLAWS OF THE BALMY BEACH CLUB

ARTICLE 1 NAME

This Club is named the Balmy Beach Club (the “Club”) as registered and incorporated under an Act of the Ontario Legislature – June 12, 1903.

ARTICLE 2 PURPOSES AND FORMATION

- 2.1 The purposes of the Club shall be the promotion of athletic and social activities for members and their guests and the provision of involvement and support to its community.
- 2.2 For the pursuit of specific sporting and social activities, members may establish sections with the approval of and subject to the general direction of the Board of Directors of the Balmy Beach Club. No member or group of members shall have authority to act on behalf of the Club unless expressly authorized in writing by the Board of Directors.

ARTICLE 3 DIRECTORS

- 3.1 The Board of Directors shall be an elected body of senior (non-student) members in good standing responsible to the Club membership. Directors shall be elected at Annual General Meetings to the following seven offices:

President
Secretary
Community Director
Finance Director
House Director
Membership Director
Sports Director

- 3.2 The directors holding such offices shall fulfil the responsibilities and duties as specified in law and the Club bylaws. A director may be removed from office for non-performance of duties, upon a majority vote of other directors.
- 3.3 The terms of office for directors shall be two years. The directors holding the offices of President, Secretary, House Director and Membership Director shall be elected in odd-numbered years and the directors holding the offices of Community Director, Finance Director, and Sports Director shall be elected in even-numbered years.
- 3.4 Directors may not hold the offices or act in the roles of president/senior officer or treasurer or their equivalent in any Club section, but may serve on a section's executive body in another capacity.
- 3.5 No employee of the Club shall be qualified to be elected a director.
- 3.6 When there is a temporary absence of the President from his/her duties, he/she may appoint a fellow director to act on his/her behalf.
- 3.7 Should the President resign or otherwise fail to complete his/her term of office, the remaining directors shall elect an Acting President from amongst themselves who shall fill the office until the next Annual General Meeting at which time an election for that office shall be held. The position will remain in the established rotation.
- 3.8 Any vacancy of position on the Board of Directors other than President shall within a reasonable time be filled by a senior member in good standing appointed by a majority vote of the remaining directors. The position will remain in the established rotation.
- 3.9 Directors shall not receive benefits nor perquisites for the performance of their board-related duties. Payment of reimbursement costs incurred in the performance of directors' duties shall be duly recorded and specifically set forth in the annual financial statements tabled at the Annual General Meeting.
- 3.10 No Director of the Club shall be liable for the acts, receipts, neglects, or defaults of any other Director or for joining in any receipts or other act for conformity, or for loss or expense incurred by the Club through any insufficiency or deficiency relating to title of property, security upon which any of the moneys of the Club have been invested, or for loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities, or effects of the Club shall be deposited or any loss occasioned by error of judgment or oversight or loss/damage/misfortune happening in the execution of a Director's office unless occurring through dishonesty, willful neglect or default

ARTICLE 4 POWERS AND DUTIES OF THE BOARD

- 4.1 A Club manager shall be hired by and be responsible to the Board of Directors through the President, governed in his duties by a job description and subject to an annual performance evaluation.
- 4.2 The Board of Directors shall employ an auditor to prepare its annual financial statements.
- 4.3 The financial statements shall be considered and approved by the Board of Directors prior to the presentation of same at the Annual General Meeting.
- 4.4 In order to maintain a record of the Club's accomplishments and endeavours over its history, the Board of Directors may appoint a member to act as Club Historian.

ARTICLE 5 DUTIES OF DIRECTORS

- 5.1 The President or, in the absence of the President, the Finance Director, or in the absence of both, a director appointed by the other directors shall chair all meetings of the members and the Board of Directors. At all meetings of the Board of Directors, decisions shall be made by majority vote of the directors present.
- 5.2 Meetings of the Board of Directors shall be held at the call of the President at least quarterly and additionally at the request of two or more directors.
- 5.3 Any director shall declare a conflict of interest should matters of discussion and/or decision at a Board of Directors meeting warrant it and retire from the meeting for the pertinent considerations.
- 5.4 The Board of Directors may from time to time establish rules and regulations governing the conduct of members and staff and the use of Club premises as deemed proper/necessary. These shall be made known by notice to the membership.
- 5.5 The President shall chair all Board of Directors meetings and the Annual General Meeting, have liaison with the Club manager and the Chair of the Balmy Beach Park Board of Management and shall act as an ex officio non-voting member of any section or committee of the Club with the power to temporarily veto or postpone any actions of a section or committee for a reasonable time pending a meeting and decision on the matter by the Board of Directors.

- 5.6 The Secretary shall issue all notices, keep records and minutes of all meetings of the Board of Directors, undertake correspondence, prepare any ballot to be used at an Annual General Meeting, submit such documents as are required by governments and perform such other duties as the Board of Directors may require.
- 5.7 The Community Director shall undertake matters and considerations as they affect the immediate local community and the community at large, seek to develop and maintain goodwill and positive relations between the community and the Club and perform such other duties as the Board of Directors may require.
- 5.8 The Finance Director shall oversee the receipt of all monies on behalf of the Club and deposit the same in a chartered bank or a trust company approved by the Directors. The Finance Director shall pay or cause to be paid all accounts passed by the Directors, submit quarterly statements of the Club's financial affairs to the Board of Directors, oversee the preparation of adequate financial records, act to ensure the Club's non profit status and perform other such duties as the Board of Directors may require.
- 5.9 The House Director shall advise and facilitate matters pertaining to the maintenance and order of the Club's buildings and equipment, undertake long-range planning for any major renovations or repairs that are warranted or desired and perform such other duties as the Board of Directors may require.
- 5.10 The Membership Director shall conduct matters of membership and make recommendations to the Board of Directors on fees, admissions, demographics and perform such other duties as the Board of Directors may require.
- 5.11 The Sports Director shall oversee the operations of the Club's athletic activities, have liaison with the sporting sections including chairing a minimum of one Section Heads Meeting annually, and perform such other duties as the Board of Directors may require.
- 5.12 Following the Annual General Meeting when the Board of Directors for the upcoming year has been elected, the President shall ensure that a copy of Club Bylaws is given to each Director and his/her duties made known.

ARTICLE 6 ELECTION OF DIRECTORS

- 6.1 Senior members and student members who are 18 years of age or older who are in good standing as of the date of the Annual General and/or any Special Meetings shall have the right to stand for office, nominate or second a member for office, and vote at the Annual General Meeting and any Special Meeting of members.

- 6.2 By December 1st in the year preceding the Annual General Meeting, the Board of Directors shall appoint an Elections Officer from amongst the senior members who is not a director or seeking to be a director to supervise the annual election for the Board of Directors at the Annual General Meeting. The Elections Officer shall duly give notice to all members of the upcoming rotation for the Board of Director positions and their duties as contained in the Bylaws and may appoint senior members approved by the Board of Directors to assist in conducting the election. He/she shall announce the outcome of any election and call for destruction of ballots.
- 6.3 Nomination forms require the following information: candidate's name, position sought, candidate's signature, and two additional senior members' signatures as nominator and seconder. Nomination forms shall be readily available in the Clubhouse to all members.
- 6.4 The Elections Officer may receive completed nomination forms up to 48 hours preceding the commencement of the Annual General Meeting and shall report in writing to the Secretary of the Board all names of those seeking election.
- 6.5 At the Annual General Meeting no ballots shall be distributed until election speeches are completed.
- 6.6 The Elections Officer (with assistance) shall verify that all persons receiving ballots are senior members in good standing on that date.
- 6.7 Should there be no nomination for a vacancy in the Board of Directors received according to these requirements, the Board of Directors shall appoint a senior member in good standing to such vacancy by the end of the month following that year's Annual General Meeting.

ARTICLE 7

MEMBERSHIP

- 7.1 Senior members, to be in good standing at the Club, will be up to date in payment of all requisite fees, will have signed the membership waiver, and provided requisite information on their application, and will not have their membership under suspension.
- 7.2 All membership fees are to be paid to the Club directly. Life members and the Club Manager only are exempt from membership fees.
- 7.3 The Board of Directors shall prescribe all membership qualifications, categories, the rights and entitlement attaching thereto, and fees. Eligibility to participate in Club sports or usage of Club facilities will apply as a result.

- 7.4 Applicants for membership must be proposed or seconded by senior members in good standing. All applicants must be approved by the Board of Directors.

ARTICLE 8 MEETINGS OF MEMBERS

- 8.1 An Annual General Meeting of the members shall be held on notice to senior members no later than the 31st day of January in each year.
- 8.2 At each Annual General Meeting of the Balmy Beach Club, members shall by ordinary resolution, appoint a qualified person as its auditor for the financial year preceding its next Annual General Meeting, said appointee not being a director, officer, member or employee of the corporation. Said auditor shall be responsible for the auditing the Club's financial statements. The audited financial statement to be tabled and presented to the membership at the Annual General Meeting shall be available to any member who requests it seven days prior to the Annual General Meeting.
- 8.3 The following business shall be conducted at each Annual General Meeting:
- Approval of the Minutes of the previous Annual General Meeting.
 - Presentation of the Finance Director's report and the audited financial statements with respect to the previous fiscal year.
 - Presentation of the President's report.
 - Election of the required number of Directors.
 - Such other business as may properly come before the meeting.
- 8.4 Special Meetings of senior members may be called by the President when he/she considers it necessary in the best interests of the Club or shall be called within 30 days upon the signed written request to the President of fifteen senior members. Such a request shall state clearly the purpose of such a meeting. Written notice of a Special Meeting shall be mailed to each senior member at least 15 days prior to such a meeting with a written statement of purpose for such meeting and a description of any proposed action.
- 8.5 At all Annual or Special Meetings of members, a quorum of twenty-five senior members shall be present throughout in order for the meeting to be validly constituted.

ARTICLE 9 FORMATION AND BENEFITS OF SECTIONS

- 9.1 Subject to the approval of the Board of Directors, for the purposes of pursuing a sport or social activity under the name of the Balmy Beach Club, members may convene themselves into sections. Ten senior members may make written application to the Board with their signatures affixed requesting the establishment of a section and describing its purpose and intent.
- 9.2 Sections shall be subject to the bylaws, rules and regulations of the Club and be subject to such other conditions and restrictions as determined by the Board of Directors. No action taken by a section shall be binding upon the Club or its directors except as specifically authorized in writing by the Board of Directors.
- 9.3 Sections will enjoy the benefits of association within the Balmy Beach Club that may, with the approval of the Board of Directors, include any or all of the following:
- Access to the commonwealth of membership
 - Use of the Clubhouse and other buildings and grounds
 - Affiliation with the name Balmy Beach Club
 - Use of the Club logo
 - Assistance with fundraising and other business matters by the manager
 - Access to the Club's newsletter
 - Occasional monetary assistance as approved by the Board of Directors
 - Access to posting of materials within the buildings
 - Display space
 - Access to Club memorabilia and historical records
- 9.4 Annually by April 1st, each sporting or social section shall register itself with the Balmy Beach Club through submission to the Board of Directors of an *Agreement of Affiliation* signed and dated by two of its duly appointed officers, one to be the President/Senior Officer. The Agreement of Affiliation form shall be obtained from the Sports Director or Manager.
- 9.5 In addition, the following information shall be forwarded or included with the Agreement of Affiliation: the section's officers for the upcoming calendar year that shall include a president/senior officer and a treasurer and may include the following: a one-year calendar of sporting activities; a proposal of fundraising initiatives; a statement of internal procedures for operating; evidence of adherence to the requirements of any provincial or other governing bodies; requirements for the sport; evidence of insurance (if required or if held by the section). Changes to the above information during the course of the year are to be immediately submitted to the Sports Director for the consideration of the Board of Directors.

- 9.6 Annually, on a fixed date or dates requested by the Finance Director, the Treasurer of a section shall submit a financial statement of the section to the Finance Director, and a budget for the year to come.
- 9.7 Each section President or senior officer shall:
- Report annually and in writing to its section members as to financial status and other administrative activities of the section, disclose to members details of these activities and hold at least one annual meeting that shall be announced in good time to the section's membership at large.
 - Provide voting rights to its section members.
 - Ensure that no person participates in the sporting or other activities of the section nor holds office within the section without being a member in good standing of the Club.
 - Co-operate with the Manager, staff and the Board of Directors in the discharge of their responsibilities and in ensuring the observance of the bylaws, rules and regulations of the Club.
 - Supervise its membership and fulfil other requirements as directed or requested by the Board or Manager.
 - Provide a representative to attend Section Heads Meetings.
 - Respond to inquiries from the Board of Directors of material, financial, legal or other matters or incidents involving the section.
 - Maintain in a state of cleanliness and good repair any premises of the Balmy Beach Club including those assigned to, rented or leased to a section under the auspices and in the name of the Balmy Beach Club.
- 9.8 No member of a section of the Club shall receive financial or material benefits resultant from fulfillment of his/her executive duties.
- 9.9 Compliance by an individual participating in a section's activities (event, league or game) with membership requirements of the Balmy Beach Club including the payment of fees will be monitored by an officer of that section and reported to the Board of Directors as requested.
- 9.10 Each section may adopt written bylaws, rules and regulations at a meeting of the section members. Said bylaws, rules and regulations are to be in compliance with the bylaws, rules and regulations of the Balmy Beach Club.
- 9.11 Sections shall provide ample opportunity to participate in the section's activities to all members who are eligible according to the Club's membership categories.

ARTICLE 10 DISCIPLINE

- 10.1 Upon receipt of a complaint that a member has exhibited behaviour whether on Club premises or while representing the Club that fails to comply with Club rules or regulations or is considered improper, unbecoming or illegal, or likely to endanger the welfare, interest or reputation of the Club or its members, the President shall appoint a three-person Review Committee comprising of Directors or Past Presidents who are without conflict of interest to review and report on the complaint to the Board of Directors.
- 10.2 The Manager of the Club or any assistant manager shall be empowered to issue a temporary, interim suspension from Club premises and activities to any offending member(s), where appropriate, of up to thirty days within which time a hearing shall be held by the Review Committee. The Manager shall inform the Board of such a member being under interim suspension within forty-eight hours. A member under interim suspension shall be informed in writing of the complaint against him/her, of the date and time of the hearing and that he/she may appear before the Review Committee.
- 10.3 Any person may give testimony to the Review Committee at its hearing.
- 10.4 Any person, including staff or non-members may give testimony at a Review Committee hearing as to facts pertaining to a complaint, such testimony to be disclosed in full to the member in question in writing within seven days following the hearing.
- 10.5 After its hearing, the Review Committee shall make recommendations to the Board of Directions regarding the complaint. Sanctions including termination of membership may be applied. The Secretary shall issue written decisions to the member.
- 10.6 A member, if disciplined by a Review Committee, may appeal the decision to the members at the next Annual General Meeting of the Club upon filing a petition with the Secretary in writing setting forth the reason(s) why he/she should not have been disciplined in such fashion. Such a petition shall be signed by ten senior members in good standing and must be received by the Secretary at least one month prior to the Annual General Meeting. A time-limited presentation shall be allowed to the appellant at the meeting. A majority vote of the members present at the meeting shall be required to set aside the decision of the Board of Directors. An appeal may also be initiated through procedures for a Special Meeting with the preceding requirements in force.
- 10.7 A confidential record of discipline matters pertaining to members will be kept by the Board of Directors.

ARTICLE 11 CAPITAL EXPENDITURES

- 11.1 Plans for capital expenditures by the Club exceeding \$75,000 for renovations or for alterations to the use of lands by the Club of interest to the community or requiring municipal or other government approval are to be made known to and, where required, approved in advance by the Balmy Beach Park Board of Management. Such plans are also to be reviewed by the President with Past Presidents to the extent that the latter are available for consultation.
- 11.2 A Capital Fund shall be established and maintained for the purpose of funding major alternations, renovations, expansion and repairs to the Balmy Beach Club's buildings or properties.

ARTICLE 12 GRANTS

- 12.1 All materials for grants or other fundings from government bodies or private organizations shall be submitted to and approved by the Board of Directors ninety days prior to application.

ARTICLE 13 USE OF CLUB NAME

- 13.1 No person or group of persons shall use the name of the Club or the Club logo for any purpose whatsoever unless expressly authorized to do so by the Board of Directors or the Club Manager if he/she is empowered by the Directors.
- 13.2 Any sporting or social group using the name Balmy Beach Club in events outside the Club shall be composed entirely of members in good standing.
- 13.3 If any section elects to disassociate itself from the Club or allows its affiliation with the Club to lapse, all property used by the section shall remain property of the Balmy Beach Club.
- 13.4 No display of Balmy Beach Club artifacts, its name or logo is to be covered, altered, moved or decorated without permission of the Board of Directors.

ARTICLE 14

AMENDMENTS OF BYLAWS

- 14.1 Except as provided in the applicable law, the Board of Directors may make changes to the bylaws of the Balmy Beach Club. All such changes shall be recorded in the minutes of the meeting in which they were made and posted in the Clubhouse within a week. Such changes shall be considered for approval at the next Annual General Meeting and approved by greater than 50% of members in attendance, and failing approval, such changes shall be of no effect.