

University of Winnipeg Club, Inc.
BY-LAW NO. 1

being the General By-Laws and Amendments to the
THE UNIVERSITY OF WINNIPEG CLUB, INC.

REGULAR MEMBERS

- 1.a) All persons holding full-time appointments as members of the academic, administrative and support staff of the University, upon payment of the membership fee.
- b) Such other persons or category of persons as may be determined by a resolution of the Directors.

ASSOCIATE MEMBERS

2. Associate Members shall enjoy all the privileges of Regular Members, including voting rights. Those eligible for Associate membership include:
 - a) Alumni of The University of Winnipeg or its predecessor colleges may become Associate Members of the Club upon application and payment of the annual fee.
 - b) A part-time employee of the University may elect to be an Associate Member of the Club.
 - c) Such other persons or category of persons as may be determined by a resolution of the Directors.

COMPLIMENTARY MEMBERSHIPS

3. Complimentary memberships are available upon application to:

- a) Off-campus Members of the Board of Regents
- b) Members' spouses who are not University of Winnipeg employees.
- c) University of Winnipeg Retiree Association (UWRA) Members whose fees are paid by the Association.
- d) Others, as may be determined by a resolution of the Board of Directors.

SUSPENSION OR EXPULSION OF MEMBERS

4. The Directors may suspend or expel any members whose conduct in or about the Club premises is determined by the Directors to have been improper and likely to endanger the interests or reputation of the Club, or who wilfully commits a breach of the constitution, by-laws, liquor control regulations, or health rules of the Club. No member shall be so suspended or expelled unless the member has been given seven days' notice in writing of the nature of the complaint, and the member has not resigned membership in the Club prior to a meeting of the Directors at which the complaint against the member is to be disposed of, and if the member has not resigned, the meeting shall proceed to consider the complaint, and the member shall have an opportunity to be heard by the Directors. No resolution of the Directors which purports to suspend or expel a member is valid unless it is passed by a majority of two-thirds (2/3) of the Directors attending a duly called meeting of the Directors.

RESIGNATION OF MEMBERS

5. Membership may be resigned by written notification to the Secretary and such resignation shall take effect upon the date of resignation.

MEMBERSHIP FEES

6. Membership fees for members may be set from time to time at a general meeting of the Club provided notice of the meeting has included notice of the intention to discuss an adjustment of fees.

DIRECTORS

7. The affairs of the Club shall be managed by a Board of Directors.

8. The Board of Directors shall be composed of the following:

- a) Nine to fourteen persons elected from the Regular and Associate Members of the Club for a two-year term, half of whose terms will end in even-numbered and half in odd-numbered years;
- b) A Club Member appointed by the President of the University; and
- c) The immediate past-President, who shall continue as a Director for a term of two

years after the expiration of his or her term of office as President;.

9. The Directors shall act on behalf of the members in furthering the purposes of the Club in carrying out the resolutions of the Club. Without limiting the generality of the foregoing, the Directors may invest the funds of the Club in such investments as may be determined from time to time by the Directors in their sole discretion.

10. The resignation of a Director will be deemed effective at the meeting at which the resignation is presented to the Board, and the Board may fill the vacancy at that meeting.

11. Directors may serve a maximum of three consecutive terms.

12. In the spring of each year the Board of Directors shall appoint a three-member Nominating Committee, normally composed of a Past President and any two members of the Club. The Nominating Committee shall be responsible for inviting nominations to fill Board vacancies and the preparation of a slate of candidates for Directors and for Executive Officers. Nominations shall be posted in the Club fourteen (14) days prior to the scheduled Annual General Meeting. The election shall take place at the Annual General Meeting.

13. If any vacancy shall arise in any of the offices, including the office of President, the remaining Directors are empowered to fill the vacancy for the remainder of the term of office.

14. The Directors may meet together for the dispatch of business, and adjourn meetings as they may determine. Questions arising at a meeting shall be decided by a majority of votes but in the case of an equality of votes, the Chair shall cast a deciding vote.

15. Notice of a Directors' meeting shall be given to the Directors at least two days prior to the date of the meeting; however, the Directors may meet on regular dates without notice or by unanimous consent, at any time or place.

16. A majority of the Directors in current office shall constitute quorum for the purpose of a meeting of Directors.

OFFICERS

17. The President is elected for a two-year term. The President shall:

- a) preside at all meetings of the Club and of Directors;
- b) appoint the Chairs of all committees, except as otherwise provided;
- c) be responsible for the general supervision and direction of the business of the Club.

18. The Vice-President is elected for a two-year term. The Vice-President shall:

- a) have the power to perform the duties of the President in the absence or incapacity of the President, or in the event of vacancy in the office of the President;
- b) have such other powers and perform such other duties as may be assigned from time to time by the Directors.

19. The Secretary is elected for a two-year term. The Secretary shall fulfil or oversee the following duties:

- a) keep or cause to be kept minutes of all meetings of the Directors and of the Club;
- b) keep or cause to be kept a register of the members of the Club, and shall keep entered therein the names of all persons who are admitted as members of the Club, together with the following particulars:
 - i. the full name and address of every member;
 - ii. the category of membership,
 - iii. the date at which each member is admitted as a member;
 - iv. the date on which any person ceases to be a member;
- c) issue or cause to be issued notices by these by-laws;
- d) supervise the custody of all records (other than financial records and correspondence pertaining to the business of the Club);
- e) perform such other duties as may be assigned to him or her from time to time by the the Directors.

20. The Treasurer is elected for a two-year term. The Treasurer shall:

- a) be responsible for the receipt, custody, and disbursements of the funds of the Club;
- b) keep or cause to be kept a proper record of the financial operations of the Club, providing regular financial reporting to the Directors and to the AGM;
- c) be the Chair of the Finance Committee.

STANDING COMMITTEES

21. There may be the following Standing Committees:

- a) Finance Committee
- b) House Committee
- c) Membership and Marketing Committee
- d) Program Committee

The Board of Directors shall appoint Directors to be Chairs of the respective Standing Committees. The Chair of a Standing Committee may appoint any Club member to the Committee.

22. The Membership and Marketing Committee shall:

- a) prepare recommendations to the Directors on applications for membership;
- b) prepare recommendations to the Directors regarding benefits and responsibilities of

membership;

- c) actively promote membership and use of the Club; and
- d) address conflictual or disciplinary issues in the membership.

23. The House Committee shall:

- a) be responsible for the care and maintenance of the Club premises;
- b) upon authorization by the Directors, cause to be purchased: furniture, furnishings, journals, newspapers, and other articles appropriate to the use and enjoyment by the Club;
- d) be responsible for addressing issues regarding quality of service in the Club premises;
- e) prepare for approval by the Directors from time to time a code of house rules suitable for the household management and affairs of the Club and consistent with the by-laws of the Club.

24. The Finance Committee shall:

- a) recommend and administer rules and regulation for the collection, banking, appropriation, and distribution of money of the Club;
- b) prior to the Annual General Meeting, prepare and present to the Directors a budget for the current fiscal year, which budget as approved by the Directors shall be submitted to the Club for rejection or acceptance at the Annual General Meeting.

25. The Program Committee shall provide a comprehensive program of activities to promote friendship, fellowship, and intellectual association among members.

26. The Directors may from time to time appoint such other committees as they consider necessary or convenient.

27. The President shall be an *ex officio*, non-voting member of all committees.

MEETINGS

28. The Annual General Meeting of the Club shall be held within ninety (90) days of the end of the fiscal year. Subject to the above, the Directors shall determine the time and place of such meeting and shall cause notice in writing to be given to each member of the Club seven (7) days prior to the time set for the meeting.

29. A special meeting of the Club may be called at any time upon resolution of the Directors or upon a petition in writing to the Secretary signed by fifteen Regular Members in good standing. Notice in writing of such meeting shall be given to each member of the Club seven (7) days prior to the time set for the meeting, setting out the purpose for which the meeting is called.

30. No error or omission in giving notice of any meeting of the Club shall invalidate such meeting or any proceedings taken thereat.

31. A quorum for the transaction of business at any meeting of the Club is twenty (20) Members in good standing at the time of the meeting.

32. Every Member in good standing, except the President, is entitled to one vote. At all meetings of the Club, every question shall be decided by a majority of the votes of the Members present in person unless otherwise required by the by-laws of the Club. Every question shall be decided by a show of hands unless a secret ballot is demanded by twenty percent (20%) of the Members present. Upon a show of hands, unless a ballot is demanded and reinforced, as aforesaid, a declaration by the President that the Resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting is sufficient evidence of the fact without proof of the number or proportion of those recorded in favour or against such resolution. The demand for a secret ballot may be withdrawn, but if such demand is not withdrawn, the issue in question shall be decided by a majority of ballots cast by the members present in person. Such ballot shall be taken in such manner as the President directs, and the result of such ballot is deemed a decision of the Club in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or a ballot, the President shall cast the deciding vote. The President shall rule on all disputed questions of procedure at any general meeting provided that any ruling may be appealed. In the event of such appeal, the question shall be decided by a majority vote upon a show of hands.

REMUNERATION AND INDEMNITY

33. No Director of the Club shall be remunerated for his or her services as a member of the executive, but this shall not preclude payment for services rendered outside the scope of Board responsibilities.

34. Every Director shall be reimbursed for reasonable expenses as long as the expenses are approved by the Board.

35. Every Officer and Director shall be indemnified by the Club and his or her heirs and legal representative, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if:

a) the person acted honestly and in good faith with a view to the best interest of the Corporation; and

b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that his or her conduct was lawful.

MANAGER

36. The Directors may appoint a Manager and may fix his or her remuneration by way of salary or commission, by conferring the right to participation in the benefits of the Club, or by a combination of two or more of these modes and other conditions of employment. The Directors may from time to time entrust to, and delegate to, and confer upon the Manager such powers (including the power to sub-delegate) as they think fit, but the exercise of all the powers by the Manager shall be subject to all such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn or revoked or varied.

CONTRACTS FOR SERVICES

37. The Directors may enter into contractual arrangements with independent service providers to provide some or all of the services that might be provided by a Manager and employees.

INSPECTION OF BOOKS AND ACCOUNTS

38. The books, accounts, and records of the Club shall be open to inspection by any Director at all times.

39. A member who wishes to inspect the books, accounts, and records of the Club shall request permission of the Directors who may grant or refuse the request, and no member shall have any right to inspect any book, account, or record except as is conferred by law.

COMPILATION OF CLUB FINANCES

40. At least two months prior to an Annual General Meeting, the Board shall appoint a person who has a background in Accounting, who is not a member of the Board, to review the Club's finances and prepare a Compilation of the Club's Finances for presentation at the next Annual General Meeting.

MAKING, ALTERING, AND RESCINDING BY-LAWS

41. By-laws may be made, altered, and rescinded by resolution at a special meeting or an Annual General Meeting provided fourteen (14) days notice of the proposal has been given, and provided that the by-law or the alteration or rescission is approved by two-thirds (2/3) of the members present at the meeting.

42. The notice of such special meeting or Annual General Meeting shall set forth verbatim the proposed by-law, alteration, or rescission.

43. No by-law, alteration, or rescission shall be proposed at such special meeting or Annual General Meeting unless notice has been given under Rule 41, provided that where such notice has been given an amendment to such proposal may be moved without notice and passed by a vote of not less than two-thirds (2/3) of the Members present, as a sub-amendment may likewise be moved and passed.

HEAD OFFICE

44. The head office of the Club shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Directors may from time to time determine.

EXECUTION OF DOCUMENTS

45. Deeds, transfers, leases, licences, contracts, and engagements, on behalf of the Club shall be signed by two of the following officers: President, Vice-President, Treasurer, and Secretary. Notwithstanding any provisions to the contrary contained in the by-laws of the Club, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Club may or shall be executed.

BOOKS AND RECORDS

46. The Directors shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute or law are regularly and properly kept.

FINANCIAL YEAR

47. Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the last day of August in each year.

CHEQUES, ETC

48. All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents, of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any one of the officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

INTERPRETATION

49. Where written notice is required in this by-law, such notice may be given through electronic mail to the member's or Director's address of record.

PASSED AND ENACTED by the Annual General Meeting of the Membership, this 25th day of October, 2013.

Robert Young, President

Beverley Fehr, Vice-President