

# Richmond Hill K9 Klub

Constitution and By-Laws

February 3, 2009

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## DEFINITIONS

1. AGM

Annual General Meeting

2. Club

Richmond Hill K9 Klub or RHK9K

3. Quorum

Shall consist of Club members present with at least a majority of the current directors

BY – LAWS RICHMOND HILL K9 KLUB

BY-LAW NO. 1

The constitution for the Richmond Hill K9 KLUB

A By-law relating generally to the transaction of business and affairs of the Richmond Hill K9 Klub

1. ARTICLE 1 – TRANSACTIONS OF THE AFFAIRS OF THE CLUB

- 1.1. The name of the organization shall be the Richmond Hill K9 Klub, henceforth referred as the “RHK9K”.
- 1.2. The principal office for the transaction of business of the RHK9K as may be hereafter fixed and located by the Board of Directors in the Town of Richmond Hill in the Province of Ontario. The Board of Directors may at any time of from time to time change the location of the principal office from one location to another in the said Town.

2. ARTICLE 2 – PURPOSE

- 2.1. To Service its membership and the Richmond Hill community at large by promoting responsible dog ownership.
- 2.2. To support the interests of dog owners with respect to facilities, policies and practices in cooperation with the Town of Richmond Hill and the Richmond Hill community.
- 2.3. To encourage and support the establishment and development of off-leash parks within the Town of Richmond Hill.
  - 2.3.1. To work with the Town of Richmond Hill’s staff in sharing the responsibility for operation and maintenance of off-leash park areas.

### 3. ARTICLE 3 – MEMBERSHIP

#### 3.1. MEMBERSHIP ELIGIBILITY

##### 3.1.1. Membership – Adult

Open to any resident of the Town of Richmond Hill who is 18 years of age and older as well as any person who owns a business in Richmond Hill and who has paid the prescribed fee. Each individual member is entitled to one vote.

##### 3.1.2. Youth Membership

Open to any resident of the Town of Richmond Hill who is under 18 years of age as of January 1 of that membership year. Youth member is not entitled to a vote.

##### 3.1.3. Honourary Member

From time to time honorary memberships may be bestowed by decision of the board of the RHK9K. This membership is not entitled to a vote.

##### 3.1.4. To vote on the business of the RHK9K, members must have on file with the RHK9K a completed and approved membership form, and be a member in good standing (No outstanding issues or cause, no dues or fees are outstanding)

#### 3.2. TERMINATION OF MEMBERSHIP

##### 3.2.1. Membership in the RHK9K shall terminate if

- The person ceases to meet the membership eligibility requirements of 3.1.
- Resigns in writing as a member of the RHK9K.
- Has membership revoked or renewal denied by vote at a general membership meeting.
- Membership fees are not paid.

##### 3.2.2. Behavior by a member contrary to the code of conduct may result in termination of membership.

#### 4. ARTICLE 4 – BOARD OF DIRECTORS

##### 4.1. COMPOSITION

The affairs of the RHK9K shall be managed by the Board of Directors which shall consist of :

A maximum of twelve (10) elected directors

- Co-Chair (2)
- Secretary
- Treasurer
- Directors (maximum of 6)

The Board may include

- Past Chair (1) who shall be entitle to a vote
- A non-voting Municipal Council Representative (1)
- A non-voting staff member representing the Parks, Recreation and Culture Department of the Town of Richmond Hill may also be assigned

Each of the Elected Officials and the Past Chair/Co-Chairs will be entitled to one vote on all matters brought before the Board at any meeting. Co-Chairs shall vote only in the case of board meeting ties. In cases where the individual co-chair votes will cause a tie, the co-chairs must then cast a consolidated vote.

##### 4.2. DUTIES

###### 4.2.1. CO-CHAIR

The elected co-chairs of the Board shall:

- a) Preside at all meetings of the RHK9K.
- b) Be ex-officio member of all committees.
- c) Provide leadership toward the attainment of the mission and objectives of the RHK9K.
- d) Lead the Board in an annual goal setting/planning meeting at the start of each year and review regularly throughout the year.

- e) Attend all meetings of the Board and general membership meetings.
- f) Support and promote the RHK9K to all similar groups and organizations in Richmond Hill such as the OSPCA.
- g) Regularly communicate with the membership through written and verbal correspondence.
- h) Maintain regular contact with staff from the Parks, Recreation and Culture Department.

#### 4.2.2. SECRETARY

The Secretary shall;

- a) Ensure notices of meetings are distributed to all Board members in a timely fashion.
- b) Ensure meeting agendas are prepared and distributed to all Board members in a timely fashion.
- c) Ensure minutes of meetings are recorded and copies distributed to all board members in a timely fashion.
- d) Ensure credentials of voting members are in order for any special and annual meetings.
- e) Support and promote the RHK9K to all similar groups and organizations in the Richmond Hill.
- f) Assist in creating and attaining goals each year for the RHK9K.
- g) Attend all Board and general membership meetings.
- h) Maintain an up to date membership listing.

#### 4.2.3. TREASURER

- a) Responsible for all financial operations and policies of the RHK9K.
- b) Prepare budgets with the assistance of all Committees.

- c) Maintain up to date cash flow and balance statements.
- d) Setup and maintain all banking requirements and accounts.
- e) Be a signing officer.
- f) Ensure proper audits are performed in accordance with current By-Laws and Articles.

#### 4.2.4. DIRECTORS

The Directors shall;

- a) Chair or actively participate in at least one of the committees of the RHK9K.
- b) Support and promote the RHK9K to all similar groups and organizations in Richmond Hill.
- c) Assist in creating and attaining goals each year for the RHK9K.
- d) Attend all Board and general membership meetings.

#### 4.3. TERMS OF OFFICE

##### 4.3.1. Directors

The term of office for a Director of the Board shall be Two years with start and finish dates coinciding with the timing of the AGM. Elections shall be staggered to ensure that each year at least 3 of the positions of the Board are elected or re-elected. There shall be no restriction on the number of consecutive terms a duly elected Director may serve.

##### 4.3.2. Executive

The normal term of office of the RHK9K Co-Chairs, Treasurer and Secretary will be one year with normal start and finish dates coincident with the timing of the AGM. Elections will be held yearly

#### 4.3.3. Vacancy

- a) Vacancies on the Board of Directors may be filled for the remainder of its term of office by qualified members of the RHK9K, as appointed by the current Board members.
- b) The position of a Board member who missed three consecutive meetings in one RHK9K year will be automatically declared vacant.

#### 4.4. NOMINATIONS PROCESS FOR BOARD OF DIRECTOR POSITIONS

##### 4.4.1. Nominations of Officers

- a) Any adult member in good standing for at least 30 days in advance of a general meeting called in part to elect a member of the Board of Directors can submit nominations for election to office.
- b) The Nomination Committee will put forward a minimum of five qualified names at least 45 days in advance of the election meeting.
- c) A nomination shall be registered in writing with the Nomination Committee Chair and shall include the following;
  - Name of the eligible nominated individual
  - Date upon which the nomination is submitted
  - Written consent of the eligible nominated individual
  - Signature of two other eligible voting members of RHK9K.
- d) Nominations will be accepted anytime prior to the AGM as well as from the floor at the AGM.

#### 4.5. REMOVAL OF RHK9K BOARD MEMBERS

- 4.5.1. Members of the Board who no longer meet the membership requirements of the RHK9K or who submit a written resignation immediately create a vacancy on the Board.
- 4.5.2. Any member of the RHK9K acting against the organizations mission, values and purpose, or in a willful violation of the RHK9K constitution, or failing to meet the duties of a Board Member, may be removed from office by the general membership.
- 4.5.3. Directors must attend at least 50% of the total of Board, General and Committee meetings and also not miss three consecutive Board meetings. Attendance of all Board members will be given to any general member requesting it.
- 4.5.4. TO INITIATE REVIEW BASED ON 4.5.2, A CO-CHAIR WILL
  - a) Receive a written request for review of a Director's behavior by at least three members whose membership has been valid for at least 30 days prior to the submission of the written request.
  - b) Provide written notification of the request to the Board members in question.
  - c) Place the request for review upon the agenda of the subsequent Board meeting (or special Board meeting if a regular meeting is further than 30 days distant).
  - d) Call the question of referring removal of the Director in question to general membership meeting.
  - e) If the motion to refer removal to the membership is carried by a majority of the Board members present at a duly constituted Board meeting, call a general membership meeting unless the date of the AGM is less then 30 days distant.
  - f) Place before the general membership at a duly constituted general meeting the question of removal of the Board member.

## 5. ARTICLE 5 – COMMITTEES

### 5.1. Committees or Subcommittees

The Board of Directors may appoint and establish such committees or subcommittees as may be required from time to time to ensure that the objectives of the RHK9K are met. Such committees or subcommittees shall remain constituted at the pleasure of the Board.

## 6. ARTICLE 6 – MEETINGS

### 6.1. ANNUAL GENERAL MEETING (AGM)

6.1.1. The AGM of the RHK9K shall be held each year within the Town of Richmond Hill, within 90 days from the end of the operating year for the purpose of:

- Receiving the reports and statements of the Board of Directors.
- Electing Directors.
- Transacting any business properly brought before the meeting.
- Include items for discussion and information.

### 6.1.2. Notice

- a) Notice of the date, time and location of the AGM, and the general nature of the business to be transacted shall be sent at least 30 days before the date of the meeting by mail or e-mail to the last addresses of the member shown on the records.
- b) Notice of specific motions for discussion shall be issued at least 30 days prior to the AGM by mail or e-mail as in 6.1.2 (a).

### 6.1.3. Quorum

A quorum for the transaction of business at any meeting of the Board or members shall be a simple majority of the members present, which is fifty percent plus one.

### 6.1.4. Eligibility to Vote

Those members meeting all requirements of membership will be eligible to vote.

#### 6.1.5. Voting by Members

All Motions proposed for consideration at a meeting shall be determined by a majority of votes cast by the members. In the case of a tie, the Co-Chairs presiding at the meeting will cast the deciding vote. In cases where the individual co-chair votes will cause a tie, the co-chairs must then cast a consolidated vote.

#### 6.1.6. Proxies

No proxies will be permitted.

#### 6.1.7. Voting Procedures

- a) Motions shall be decided by a show of hands unless the Co-Chairs require a counted vote or secret ballot or as requested by any members.
- b) Every eligible member shall have one vote.
- c) Unless a counted vote or secret ballot is requested, a declaration by a Co-Chair that a resolution has been carried or lost by a majority and an entry to that effect in the minutes of the RHK9K is conclusive evidence of the fact without proof of or against the motion.
- d) Members can request that the vote count be recorded in the minutes
- e) The Co-Chairs do not vote unless a tie occurs as in 6.1.5.

6.1.8. The newly constituted and elected Board must meet within 10 days of the AGM to elect a Co-Chair (2), a Secretary (1) and Treasurer (1). Only duly elected members of the boards are eligible to serve in these positions.

### 6.2. GENERAL MEETINGS

The Board may at any time call a general meeting of the members.

#### 6.2.1. Notice

Notice of date, time and location of the general meeting and the general nature of the business to be transacted shall be sent at least 45 days before the date of the meeting by mail or e-mail to the last address of the member shown on the RHK9K records.

#### 6.2.2. Quorum

A simple majority of the Club members present, which is 50 % plus one.

#### 6.2.3. Eligibility to Vote

The members meeting all the requirements of membership 30 days prior to the date of the meeting will be eligible to vote.

#### 6.2.4. Voting by Members

Unless otherwise required by the RHK9K Constitution, all questions proposed for consideration at a meeting shall be determined by a majority of votes cast by the members. In the case of a tie, the Chair presiding at the meeting will cast the deciding vote.

#### 6.2.5. Proxies

No proxies will be permitted.

#### 6.2.6. Voting Procedures

- a) Motions shall be decided by a show of hands unless a counted vote or secret ballot is required by the Co-Chairs or requested by any member.
- b) Upon a show of hands, every member present in person shall have one vote.
- c) A declaration by a Co-Chair that a resolution has been carried or lost by a majority, and an entry to that effect exists in the minutes of the RHK9K is conclusive evidence of

the fact without proof of the number or proportion or votes recorded in favour of or against the motion.

d) The Co-Chairs do not vote unless a tied vote occurs.

### 6.3. BOARD OF DIRECTORS

#### 6.3.1. Meetings

The Board shall set meeting dates at the call of the co-chairs.

#### 6.3.2. Quorum

Quorum shall consist of a majority of Board members.

#### 6.3.3. Voting Procedures

- a) Motions shall be decided by a show of hands unless a counted vote or secret ballot is required by the Co-Chairs or requested by any member.
- b) Upon a show of hands, every Director present in person shall have one vote.
- c) A declaration by a Co-Chair that a resolution has been carried or lost by a majority, and an entry to that effect exists in the minutes of the RHK9K is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- d) The Co-Chairs do not vote unless a tied vote occurs.

## 7. ARTICLE 7 – AMENDMENTS

- 7.1. Any member of the Club may propose amendments to the constitution in writing at least 30 days prior to a general meeting or the AGM.
- 7.2. These amendments will be placed on the agenda for the general membership meeting and will be circulated to members on or before the AGM.
- 7.3. Proposed amendments will become effective following approval of two-thirds (2/3) majority of eligible voting members present at a duly constituted general membership meeting or AGM.

## 8. ARTICLE 8 – OTHER

- 8.1. Where there are omissions in procedures within this document, they shall be ruled through the current issue of “Roberts Rules of Order”.
- 8.2. Where “He/he” is used, it should be noted the “She/she” or both could be used and/or substituted with no intent to discriminate.
- 8.3. Nothing in this document shall supersede or by inference, detract or break the Laws of the Land. Should one section be declared null and void, all remaining sections shall remain in effect.
- 8.4. In event of the dissolution of the RHK9K, all remaining funds, after all expenses have been paid, shall be returned to the Town of Richmond Hill, Parks, Recreation and Culture Department.