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# ***Kildonan Tennis Club***



## ***Constitution and By-Laws***

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Updated and Ratified November 22, 2015

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# ***KILDONAN TENNIS CLUB***

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## **CONSTITUTION AND BY-LAWS**

**2015**

### **1. INTRODUCTION**

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1. The Kildonan Tennis Club Constitution and By-laws outlines processes and guidelines for the governance and financial management of The Club.
2. The Constitution has been revised and updated from a previous version of the Kildonan Tennis Club Constitution and By-laws (dated 2002). The volunteer executive is guided by this document to ensure that The Club facilities are operated in a fiscally responsible manner for the benefit of the membership and to provide a respectful, social and recreational environment.
3. The “Constitution” of Kildonan Tennis Club describes principles, processes and authorities for the governance and financial management of The Club. Changes to the Constitution can only be made through a Constitution Review Process described in the section entitled: Amendments to the Constitution and Club Rules.
4. The following abbreviations are used in this document:
  - a. KTC – Kildonan Tennis Club
  - b. AGM – Annual General Meeting
5. A copy of the Constitution and By-laws is available at The Club House upon request and on the KTC web site at: [www.kildonantennisclub.ca](http://www.kildonantennisclub.ca)
6. This document was ratified at a Special Meeting of the KTC membership on December 1, 2012. The constitution was updated at a special meeting on November 22, 2015.

### **2. CONTACT INFORMATION**

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**Fax:** (204) 339-8268  
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**Website:** [www.kildonantennisclub.ca](http://www.kildonantennisclub.ca)

### **3. NAME**

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The name of the organization shall be known as Kildonan Tennis Club Inc. (KTC) hereafter called “The Club”, and shall carry on as a not-for-profit tennis club.

### **4. HISTORY**

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The Kildonan Canoe Club was founded in 1937 as a non-profit club providing recreation and relaxation to members of the community, at an affordable cost. The Canoe Club started with a small club house and dock privileges on the Red River. The following year, additional property was purchased after fund-raising efforts by members. A 37 by 60 foot club house, boat-house, docks, floats and diving stand were constructed. A volley-ball court and tennis court were also added to The Club. The Club held its official grand opening on Saturday August 13, 1938.

Now, KTC is focused only on the sport of tennis and offers 5 state-of-the-art lighted, hard-surface tennis courts for the enjoyment of its members. The Club is located on the east side of the historic Red River just north of the Chief Peguis Trail on Valhalla Drive. KTC is set in one of the most densely populated neighbourhoods in Winnipeg, but the peaceful parkland setting with a stunning river view is maintained.

The Club has thrived and survived through booming periods and recessions. Throughout its existence, The Club has provided an amateur sports base for local residents and their friends with a spirit of camaraderie and family among the many members who run and operate The Club. KTC offers many services such as a resident tennis professional, leagues, lessons, and tournaments.

### **5. OPERATING PRINCIPLES**

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The Club will respect the following operating principles:

1. The Club is administered as a not-for-profit organization operated by a volunteer Board of Directors, volunteer members and with paid staff to offer quality recreational and social activities for all members.
2. The Kildonan Tennis Club operates within parameters set up in the Lions Cove lease agreement.
3. KTC pays an annual fee to be a member of Tennis Manitoba. The Board of Directors annually reviews The Club’s membership in Tennis Manitoba.
4. KTC provides tennis courts, tennis activities and programs for the use of members and to attract new members to The Club.

5. The Board of Directors will prepare an Annual Operating Budget with revenue and expenditure forecasts in accordance with basic bookkeeping practices, clearly identifying line items. The budget shall be established and respected with the goal of having no operating deficit. The Financial year shall commence on the 1<sup>st</sup> day of November each year, or as determined by the Board of Directors. The budget will be developed by the Board of Directors and approved by the Board of Trustees each year, no later than May 31.
6. The elected Boards will develop, implement and monitor a long-term capital expenditure plan to ensure the maintenance and improvement of tennis court facilities and inclusion of new projects to respond to membership needs.
7. The elected Boards will administer Club funds and maintain financial records. A financial statement will be made available at the Annual General Meeting (AGM).
8. KTC will maintain a record of meeting minutes and the current Constitution and By-laws.
9. KTC exists for the benefit of its members. Members are entitled to a friendly, welcoming environment. Members should show courtesy and good sportsmanship toward other members and staff at all times.
10. KTC will liaise and co-operate with other tennis organizations to assist in meeting KTC operating principles.

## **6. MEMBERSHIP**

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1. At a minimum, the following categories of membership shall be offered:
  - Family membership
  - Single Adult membership
  - Student membership
  - Junior membership
  - Associate Membership
  - Honorary Life Membership
2. The Family Membership is available to persons living within the same household. The Family Membership may have varying rates as set by the Board of Directors, depending on the number of adults and the number of children, if any.
3. KTC recognizes that it is part of a greater tennis community and may provide similar incentives and discounts (by percentage) for the various membership types that are in line with peer tennis clubs within the City of Winnipeg. The Board may also offer membership incentives or additional discounts as deemed appropriate.

4. Honorary Life Membership may be granted to a member who has shown exceptional service to The Club. Such a membership may allow the holder of the "Honorary Life Membership" to have all future membership dues waived. Honorary Life Memberships must be approved by the membership at the annual meeting of members.
5. A Student Member shall be 18 years or older, and in full time attendance of a recognized post-secondary institution.
6. A Junior Member shall be 17 years or under at the time of application. If a Junior Member turns 18 later in the year, the member shall be entitled to remain a junior for the remainder of that year.
7. Associate Members have full use of the clubhouse facilities but do not have tennis playing privileges. Associate members are not entitled to a vote at meetings of members. Residents of the clubhouse landlord's building (formerly Lions Club) are entitled to an Associate Membership at no charge.
8. At its discretion, the Board of Directors may offer additional membership types from year-to-year.
9. Applications for Membership shall be in writing on the forms provided annually by the Board of Directors. Applications must be signed by the applicant.
10. The Board of Directors will set the membership fees annually prior to the spring Open House.
11. All membership fees are payable by the spring Open House each year or other date set by the Board of Directors. Failure to pay by the due date will result in cancellation of membership privileges until the fees are paid. The Board of Directors, at its discretion, may impose a late fee.
12. Each year, every member shall provide the Board of Directors with a valid telephone number, email address and address at which notice of meetings and all other notices may be served upon or emailed/mailed to the member. It is the responsibility of the member to notify The Club of every change of email address and address.
13. KTC will respect each member's right to privacy. Members have the right to request that KTC will not release or publish personal information.
14. Any member may be suspended or expelled from The Club at any time by a majority decision of the Board of Directors for conduct considered detrimental to The Club. The suspended/expelled member must be notified of the decision by email or mail and offered an opportunity to be heard at a Board of Directors meeting to provide a defense.
15. Any suspended or expelled member may appeal the Board's action to any annual or special meeting of members. At such meeting, the members may restore a suspended or expelled member by a resolution passed by a majority vote.

16. Any active member in good standing may introduce a visitor to The Club. Guest fees are to be decided by the Board of Directors. The Board may restrict the number of times the visitor can come to The Club.
17. The Board of Directors may grant membership to employees, contractors or individuals for promotional purposes. These promotional members shall have all the rights and privileges of other members except that they are not entitled to a vote at meetings of members.
18. All members 18 years of age and older are entitled to a vote at meetings of members with the exception of associate members and employee/promotional members described above.

## **7. GOVERNANCE**

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KTC is governed by two boards of elected officers. The Board of Directors is elected each year and manages the day-to-day business of The Club. The Board of Trustees, composed of long-term members, has oversight over investments and the long-term health of The Club.

### **7.1 Board of Directors and Officers**

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1. The Business of The Club shall be managed by an elected Board of Directors, which shall consist of no fewer than six and no more than ten Directors who must be members in good standing.
2. Members of the Board of Directors shall be volunteers and not entitled to monetary compensation or any other special privileges for performing the duties of this office.
3. No Director or Trustee shall be a paid employee or paid contractor of The Club. If a Director / Trustee is put into a potential conflict of interest position then that Director / Trustee shall advise the Board of the conflict and will abstain from voting on issues related to the potential conflict of interest.
4. Directors must be elected at the annual meeting of members. The only exception to this rule occurs when the number of Directors falls below six whereupon the remaining members of the Board shall appoint a Director from the membership to fill the vacancy until the next Annual Meeting.
5. Executive positions will be decided from the Board of Directors. The signing officers of The Club may be bonded to a sum as determined by the Board of Directors. The Executive officers of The Club shall be the:
  - i. President
  - ii. Vice President
  - iii. Treasurer
  - iv. Secretary

6. In addition to the Executive positions, the Board of Directors may assign other officers from within their ranks as needed. These offices may include, but are not limited to, the following:
  - i. House and Grounds
  - ii. Membership
  - iii. Marketing
7. The Secretary, Treasurer and other officers shall hold office until their successors are appointed. They shall have the authority to appoint Committees from the general membership to assist them in their duties.
8. Financial statements require review and approval of both the Board of Directors and the Board of Trustees. The Board of Directors may review and approve financial statements prior to presentation to the Board of Trustees or alternatively the financial statements may be presented, reviewed and approved by both Boards at a joint meeting of the Boards of Directors and Trustees.
9. Any Director, or elected or appointed officer, may resign at any time. Such resignation to be made in writing, or to be tendered orally, at a meeting of members or at a meeting of the Board of Directors, and to take effect from time of its receipt by the Secretary, if in writing, or from the time of its delivery at a meeting, if made orally. The acceptance of a resignation shall not be required to make it valid. In the case of temporary absence of any office of Director, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate absent Director's powers and duties to any other officer, or Director, or any member of The Club on an interim basis.
10. The Board of Directors may from time to time appoint a tennis pro, manager or other staff to perform such duties as may be assigned by the Board of Directors.
11. The tennis pro, manager or other employees of The Club, shall be under the direction of the Board of Directors or such other officer as the Board of Directors may delegate authority in that behalf, and shall be removable from office by the Board of Directors.
12. Each year the Board of Directors will designate a Director, such as the Membership Director, Secretary or other Director to maintain the list of members.
13. Any officer of The Club may be removed from office at any time by a resolution of the Board of Directors passed by a majority vote at any meeting. The officer who was removed may appeal the decision to the Board of Trustees. The Board of Trustees will meet within 10 days of receipt of the appeal to determine the status of the appeal. The decision of the Trustees is final.

## 7.2 Duties of Officers

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### President:

1. The President shall be the chief executive officer and the head of The Club and shall have a general and active management of its business and affairs. The President is delegated primary signing authority for any Club expenditures.

2. The President is convener and Chair of all meetings of the members and of the Board of Directors.
3. The President shall be an ex-officio member of all committees, with a vote.
4. The President or Director acting in the place of a President may suspend any member or officer from the privileges of The Club or the duties of this office, until the next meeting of the Board of Directors, but not in any case more than three days, when the offense for which such suspension was made shall be dealt with by the said Board.
5. Once the President's term is complete, the President becomes the Past President. The Past President sits on the Board of Trustees until replaced by the next Past President. If the retiring President does not remain a member of The Club or does not choose to continue on as a Past President, then the position is filled by the most recent Past President willing to serve again in this capacity.

#### Vice-President

1. The Vice-President shall be vested with all the powers and be required to perform all the duties of the President in the case of the absence of the President, and shall perform and assist in the performing such duties as may be assigned by the President.
2. The Vice-President will convene and chair Club meetings in the absence of the President.
3. The Vice-President has signing authority in the absence of the President.

#### Treasurer:

1. It shall be the duty of the Treasurer to ensure that all moneys due to The Club are collected, receipted and deposited to the credit of The Club in a recognized financial institution to be designated by the Board of Directors.
2. It shall be the duty of the Treasurer to remit payment of all moneys owed to vendors and employees for Kildonan Tennis Club activities.
3. It shall be the duty of the Treasurer to ensure the Kildonan Tennis Club is in compliance and prepares remittances as appropriate in keeping with business regulations impacting the Club (e.g. income tax, workers compensation, etc.)
4. The Treasurer shall keep in the books of The Club, a full and accurate account of all moneys due to or by The Club, and of all moneys received and of all moneys paid by The Club, and of the appropriations to and of all receipts and disbursements from and on account of the real property of The Club. The Treasurer shall prepare a detailed statement of the estimated income and expenditure of The Club and shall present the same to the Board of Directors from time to time, as required. The Treasurer shall prepare for the Annual Meeting of members a statement of income and expenditures, and assets and liabilities, and present the same at such Annual General Meeting. The Treasurer shall

produce financial records for examination and audit by the auditors whenever called upon to do so.

5. The Treasurer shall maintain a record of all ongoing automated (direct) withdrawals from The Club's accounts. The Treasurer will present this record to the Board of Directors for review and approval annually, or more often as necessary. All new ongoing automated withdrawals must be certified by the Treasurer and approved by two banking officers.
6. The Treasurer shall maintain a record of everyone who has authorization to purchase on behalf of The Club using electronic means or instruments such as bank cards and credit cards. Holders of this authority must be approved by the Board. Guidelines describing the types of purchases that are allowed and amounts that require pre-approval shall be provided in writing to the holders of these instruments.

Secretary:

1. The Secretary shall keep a record of all the proceedings of The Club and of all meetings of members and of the Board of Directors.
2. The Secretary shall assist the President, Treasurer and Membership Director to conduct Club correspondence, to issue notices of meetings and to keep a correct list of the members and their addresses.

7.3 Meetings of Directors:

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1. The meetings of the Directors shall be held at The Club House or at such other place as the President or Officer acting in the place of the President may direct. The Board of Directors shall meet not less than four times per year.
2. A majority of Directors in office shall be necessary to constitute a quorum for the transaction of business. With six or seven elected Directors, four are required for a quorum. With eight or nine elected Directors, five are required for a quorum. With ten elected Directors, six are required for a quorum.
3. The meetings of the Board of Directors may be called by the President on such notice to each Director as the President deems necessary and advisable, or on the written request of three Directors. Such notice may be by twenty-four hours previous notice thereof, given verbally, telephone, or in writing, mailed, email, faxed or delivered.
4. Providing that notice of a meeting has been given to all the Directors in accordance with the by-laws herein set out, and at such meeting a quorum is not obtained, then if the President, Vice-President, Treasurer or the Secretary deem it an emergency, a resolution in writing signed by six or more of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly called and constituted.

5. All motions arising at any meeting of Directors shall be decided by a majority of votes. A motion shall be carried when the majority of Directors present at the meeting vote for the motion, otherwise the motion shall be lost.
6. The President or other person acting as Chair shall not have a vote on motions, unless there is a tie. If voting on a motion is tied then the President or other Director acting as Chair, shall cast the deciding vote.
7. The President and the Vice-President shall be elected by the Directors from amongst themselves, such election to take place at the first meeting of the Board of Directors following the Annual Meeting of members for that purpose. The Past President or another member of the Board of Trustees acting for the Past President shall be the Chair of the Board of Directors for the election of the President and Vice-President. Such election shall be by a series of ballots. The Director receiving the least number of votes in the first ballot shall drop out, and a second ballot shall again vote upon the remaining Directors. The same procedure shall be carried out until only two are voted on in the ballot, or until a majority is reached. In the event of a tie between the final two candidates, the Chair shall have the deciding vote.
8. Members may attend Board of Directors meetings at the discretion of the Board or by invitation only.
9. The absence without cause of a Director from three consecutive meetings of the Board shall entitle the remaining Directors to remove the absent Director from the Board and declare the absent Director's place on the Board vacant.

#### 7.4 Board of Trustees

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1. There shall be a Board of five members which shall be called the Board of Trustees, and which shall consist of the President, the Past-President and three members elected by the membership. Elections for Trustees are held at the annual meeting of members.
2. The three elected members of the Board of Trustees shall be subject to re-election after four years.
3. Elected Trustees shall not hold office for more than two consecutive terms.
4. The elected members of the Board of Trustees shall be elected only from past members of the Board of Directors with ten years of membership in good standing. If no individuals are available with ten years membership in good standing, those with seven years membership in good standing may be eligible for election.
5. The President shall be the Chair on the Board of Trustees.
6. In the event of a vacancy occurring in the Board of Trustees, the current Board of Directors shall appoint a new member of the Board of Trustees until the next annual meeting of

members, where a new Trustee will be elected to complete the unexpired term of the member retiring.

7. Three members of the Board of Trustees shall be required to form a quorum, and all questions shall be decided by a majority of votes, with all members voting thereon.
8. The duties of the Board of Trustees shall include the absolute control and supervision of all expenditures involving alterations, maintenance and repairs to The Club buildings and grounds, and purchase of equipment of all kinds, exceeding \$2000.
9. The Board of Trustees shall be responsible for the sale or disposition of The Club's land. The Board of Trustees is also responsible for the lease and agreement between The Club and The Club House Landlord. Changes to the agreement with the Landlord and the sale of The Club land must first be approved by the membership at the annual meeting of members or at a special meeting called to discuss this issue.
10. The Board of Trustees shall be responsible for the investment of surplus funds of The Club and must approve and authorize all investment transactions.
11. By May 31 of each year, the Board of Trustees must meet to review and approve the operating budget for the current year.
12. Prior to the annual meeting of members, the Board of Trustee shall review and approve the financial statements to be presented to the membership.
13. The Board of Trustees shall sit as often as required: such sitting to be called by the Chair at such time as deemed necessary, or on the written request of three or more members of the Board of Trustees.
14. If the Board of Trustees determines that the Board of Directors has lost the confidence of the membership, it may dissolve the Board of Directors. The Board of Trustees will govern in place of the Board of Directors until a new Board of Directors is elected. The Board of Trustees must call a special meeting of members within 45 days of dissolving the Board of Directors to elect a new Board of Directors.

## 7.5 Elections

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1. Nominations for election to the Board of Directors and the Board of Trustees can come through a nomination committee, and/or by volunteers expressing interest to the President.
2. All nominees for the Board of Directors must be members in good standing.
3. All Directors and nominees for the Board of Directors must be a minimum age of 18.
4. Nominations for elected positions must be received by the President at least 15 days prior to the AGM.

5. The membership shall be notified of the nominees at least two weeks prior to the AGM.
6. Only when there are fewer candidates than positions available, can nominations for election to the Board of Directors and Board of Trustees be accepted from the floor at the AGM. Those nominated on the floor, must be present at the meeting or have expressed their consent, in writing, prior to the meeting.
7. All nominees must consent to having their names put forward for election.
8. When there are more nominees than positions available, members eligible to vote at the AGM will vote for each individual nominee with the nominated individuals with the most votes getting elected to the Board. When the number of nominees equals the number of positions available, in the interest of time the Chair may allow a single vote for the entire slate of nominees.
9. Members of the Board of Directors shall not hold office for more than five consecutive years. In the case of an emergency the Board of Trustees may extend such time from year to year.
10. The President shall not hold office for more than three years at any one time, but in the case of an emergency the Board of Trustees may extend such time from year to year.

## 7.6 Nominating Committee

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1. The Board of Directors shall annually appoint a nominating committee of three to five members.
2. The nominating committee shall be composed of at least one member of the Board of Directors and at least one Trustee.
3. The President or another member of the Board of Directors or Board of Trustees shall act as chair.
4. The nominating committee shall arrange a slate of prospective directors for the next ensuing general election to the Board of Directors. If there are one or more vacancies on the Board of Trustees to be filled, then the nominating committee shall also arrange a slate of prospective trustees.
5. The appointment of such nominating committee shall be not less than one month prior to such general election.
6. The Nominating Committee must deliver its slate of candidates to the President at least 15 days prior to the AGM.
7. No infringement of procedure by the Nominating Committee shall invalidate any subsequent election.

## **8. COMMITTEES**

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1. The Board of Directors shall have supervision and jurisdiction over all committees. All committees shall report to the Board of Directors, and no committee shall make any expenditure or incur any expenses or pledge the credit of The Club in any way without the authority of the Board of Directors.
2. The Board of Directors may from time to time appoint other committees for general or special purpose as they may from time to time deem expedient, and notwithstanding anything in these by-laws to the contrary, may add to any or all committees such member or members as they deem advisable.
3. Notwithstanding the duties described by these by-laws for the various committees, the President shall, in the event of conflict of authority or overlapping of duties of the various committees, define the duties of each and settle all questions in dispute, subject to appeal to the Board of Directors.

## **9. CLUB MEETINGS**

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1. All meetings of members shall be held at the clubhouse or at such other place as the President, or any officer acting in the place of the President, may from time to time decide upon.
2. The Annual meeting of the members of The Club shall be held each year after November 1 and no later than December 31.
3. Notice of the Annual Meeting of the members shall be emailed or mailed to each member of The Club at least two weeks prior to the meeting. The report of the Nominating Committee shall be enclosed with the notices of the Annual Meeting. Such notice shall inform the membership of any vacancies on the Board of Directors or on the Board of Trustees not filled by the nominating committee to be opened for nominations at the Annual Meeting.
4. One quarter (25%) of the voting members shall form a quorum for transaction of business at the Annual Meeting.
5. At all meetings, members may vote in person, or by written proxy, produced at the meeting. Electronic proxies are allowed only if they are sent directly from the voting member to a Trustee or Director on the Board of Directors. No electronic proxy will be considered valid if forwarded electronically or printed and produced by someone other than a Director or Trustee. No proxy shall be counted when granted more than 30 days before the meeting and shall not be valid after final adjournment of such meeting.

6. Special meetings of the members may be held at any time on the order of the President, or other officer acting in the place of the President, or at the request in writing of four of the Directors, or three Trustees, or on demand in writing, of 50 members of The Club.
7. Notices of such special meetings of members shall be emailed or mailed to each member at least seven days prior to the date of such meeting stating therein briefly the object of the meeting and the business to be there transacted, and no other business shall be transacted at such meeting, except an appeal from the Directors on the admission, suspension or expulsion of a member.
8. At all meetings of the members of The Club, the following order of business shall be substantially observed as far as consistent for the purpose of the meeting.
  - i. The reading of the notice of the meeting
  - ii. Report as to quorum
  - iii. Reading minutes of previous meeting
  - iv. Reports
  - v. Election of Directors and Officers
  - vi. Unfinished business
  - vii. New Business
  - viii. General Business

The order of business may be changed by the presiding officer, subject to an appeal to the Meeting to be decided by the vote of the majority of members present.

## **10. BANK ACCOUNT AND CERTIFICATION OF DOCUMENTS**

1. The bank account shall be kept in the name of the "Kildonan Tennis Club Inc." in such recognized financial institution as the Board of Directors may from time to time select by resolution. The Treasurer will be responsible for the administration of the bank account.
2. All cheques shall be signed by two banking officers. Individual on-line payments in excess of \$1,000 shall be approved by two banking officers.
3. All conveyances, deeds, transfers, mortgages, assignments, caveats, plans, contracts, leases, agreements or other documents of any kind or nature to which the Kildonan Tennis Club is a party, except cheques, notes, drafts, and other negotiable instruments shall be executed for the Kildonan Tennis Club by the President and the Secretary.

## **11. AMENDMENTS TO THE CONSTITUTION AND CLUB RULES**

1. At any Annual General Meeting of the members of The Club, Rules and Regulations may be passed for the general order and good management of The Club or any Club activities.

2. The constitution and by-laws of the Kildonan Tennis Club may be amended, added to or repealed at the Annual General Meeting or any special meeting of members called for that purpose.
3. Changes to the Constitution should be proposed by a specially formed committee, sanctioned by the Board of Directors. The Constitution Review committee should be chartered by a written Terms of Reference that includes the purpose, objectives, committee membership and a timeline. During the review process, the Constitution Review Committee should seek input from the membership, Directors and Trustees where applicable. Proposed changes must be approved by the Board of Directors at least 30 days prior to annual meeting or special meeting of members called for this purpose.
4. Private members may submit proposed changes to the Constitution to be considered at the Annual General Meeting if the proposed changes are:
  - a. Submitted to the President in writing by September 1<sup>st</sup>
  - b. Supported by the signatures of five members in good standing
  - c. Accompanied by a summary sheet explaining the purpose for the proposed changes (the issue and how the changes solve the issue)
5. A notice describing the proposed amendments to the Constitution shall be emailed or mailed to each member at least 14 days prior to the date of such meeting.
6. One quarter (25%) of the voting members shall form a quorum for transaction of business at a Special Meeting called to discuss proposed changes to the Constitution. Changes to the Constitution require two thirds (66.7%) of the membership present at the meeting plus proxies to vote in favour of the changes.