2015

ELIE COMMUNITY CLUB - CONSTITUTION

MAY 2015

CHERYL STOCK

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1.0 CONSTITUTION

1.1 CORPORATE SEAL

The seal of the corporation shall be in the form prescribed by the First Directors, with the words "Elie Community Club" inscribed on it.

1.2 NAME

The Organization shall be known as the "Elie Community Club", hereinafter referred to as the "ECC". Elie Community Club and Community Club being synonymous with "ECC".

1.3 BOUNDARIES

The ECC represents the Town of Elie and its boundaries.

1.4 MISSION STATEMENT

Our mission is to provide facilities and support for the community of Elie and surrounding areas. Our vision statement is "Creating Community Connections".

1.5 GOALS

We aspire to provide facilities for leisure/recreational activities. Our aim is to engage community members to facilitate sports and leisure activities.

1.6 MEMBERSHIP

1. Any person who lives within the boundary, regardless of age, is a member.

2. Persons who reside outside the boundaries are welcome to participate in ECC programs and events, subject to the approval of the board.

1.7 GOVERNANCE

1.7.1 BOARD OF DIRECTORS

The Board of Directors of the ECC shall consist of 10 members as follows:

- President
- Vice President
- Secretary
- Treasurer
- Voting Member (6)

Members of the Board of Directors are elected at the Annual General Meeting.

Committees may be appointed by the President subject to board approval.

The affairs of the ECC shall be governed by the Board of Directors comprised of 6 directors who are elected by the membership.

Any person is eligible to serve on the Board of Directors who meets the membership requirements and is not an employee of the ECC, and who has been elected by the membership at the Annual General Meeting.

The Board of Directors represents the membership of the ECC and is directly accountable to the membership.

The Board of Directors shall appoint volunteers and/or Board Members to perform various functions associated with the ECC (Canteen Coordinator, Event Coordinator, etc.).

1.7.2 RESPONSIBILITIES OF BOARD MEMBERS

1. Board Members are required to attend all Regular Meetings, Annual General Meetings, and Special Meetings.

2. Directors shall promote, develop, and evaluate the ECC and its programs.

3. The Board Members are responsible for coordinating the work of the ECC, and for carrying out the policies and directives of the ECC.

4. Board Members shall be the liaison between the community and the ECC.

5. Board Members shall fully support all policies, programs, and decisions made by the ECC Board of Directors.

6. Board Members shall serve without remuneration. No Board Member may directly or indirectly receive any profit from their position as Board Member. A Board Member may be reimbursed for reasonable expenses incurred by them in the performance of their duties as stated in the financial policies of the ECC.

7. The Board Members are responsible for ensuring the funds of the ECC are accounted for as per the financial policies, and for ensuring that minutes of the meetings are properly maintained.

8. Each Board Member has the responsibility to disclose to the Board any actual or perceived conflicts of interest.

1.7.3 **PRESIDENT**

1. The President is the Chief Executive Officer and will chair at all Board, Annual, and Special Meetings of the ECC.

2. Serve as spokesperson or shall designate an official representative of the ECC for the purpose of advancing the objectives and policies of the ECC.

3. Commission special or ad hoc committees when considered necessary by the Board of Directors.

4. Delegate responsibilities to other Board Members or committees as necessary.

5. Serve as an ex-officio member of all committees of the ECC.

6. Prepare Board Manuals for all new and existing Board Members.

7. Direct the activities of the ECC in accordance with the goals and objectives of the ECC.

8. Ensure that all orders and resolutions are acted upon.

9. Prepare and submit a written report of the activities of the ECC at the Annual General Meeting.

1.7.4 VICE PRESIDENT

1. Perform all duties of the President in his/her absence.

2. Preside over meetings in the absence of the President.

3. Assist the President in performing duties as required.

4. Serve on special committees as required.

5. Act as the representative to the RM's board.

6. Report on the ECC meeting activities at scheduled RM meetings as requested, or appoint an alternate board member to attend in their place.

1.7.5 SECRETARY

1. Act as the clerk at all Board Meetings, recording votes, attendance, and proceedings.

2. Give notice of all Board Meetings to all Board Members and the community prior to each meeting.

3. Prepares the agenda for each meeting in consultation with the President.

4. Carry out the correspondence of the ECC as directed by the Board of Directors.

5. Request Reports from each committee for the purpose of preparing the annual report for the Annual General Meeting.

6. Give notice of the Annual General Meeting not less than 21 days prior to the meeting.

7. Provide a list of the Board of Directors to the RM of Cartier on an annual basis.

8. Maintain all records of the ECC and ensure the safety of permanent files.

1.7.6 TREASURER

1. Serve as the custodian of all monies of the ECC and keep complete accounts of all the assets, liabilities, receipts, and disbursements.

2. Present a report as per financial policies at each Board Meeting.

3. Prepare an annual budget to be presented to the Board of Directors prior to the Annual General Meeting.

4. Submit the financial records for review on an annual basis.

5. Monitor the monthly/yearly financial operations of the ECC.

1.8 TERMS OF OFFICE

All elected Board Members shall hold office from the date of their election for the specified term.

Board Members can serve a maximum of four years consecutively in each role (i.e. President, Secretary, etc.).

1.9 QUORUM

Quorum for a Board Meeting shall be a minimum of 4 members of the Board of Directors. Vacant board positions shall not be considered when establishing a quorum. Absentee votes will be accepted in writing to the Secretary within 24 hours of the physical vote at a Board Meeting.

Quorum at an Annual General Meeting or Special Meeting shall be a minimum of six (6) voting community members.

1.10 MEETINGS

1.10.1 ANNUAL GENERAL MEETING

1. The Annual General Meeting is to be held within two months of the end of the fiscal year.

2. Notice of the Annual General Meeting will be given not less than twenty-one (21) days in local publications and/or flyers and posters.

3. An Annual General Meeting will not be held unless all Board of Directors have been notified.

1.10.2 SPECIAL MEETING

A Special Meeting of the membership may be held:

1. At the request of the President; or

2. His/her delegate or upon written request of ten (10) voting community members.

Notice of the Special Meeting shall be posted seven (7) days prior to the meeting. The notice shall include the time, place, and reason for the meeting.

1.10.3 REGULAR MEETING

The Board of Directors shall:

1. Meet a minimum of 12 times per year.

2. Must attend a minimum of 8 meetings in a year in order to be considered a Director in good standing.

3. Send regrets of a meeting absence to the President prior to the regular meeting.

Members and/or any non-members wishing to address the Board of Directors must seek approval from the President prior to the meeting.

Attendance at Board Meetings is open to the membership.

1.10.4 COMMITTEE MEETINGS

The Board of Directors at any time may establish ad hoc committees with such duties and powers it deems to be in the interest of the ECC.

Committees are expected to keep a record of activities and recommendations.

The Committee Chair shall report to the Board of Directors at Board Meetings as requested.

Committee meetings are held as required and at the discretion of the Committee Chair.

1.11 VOTING

1.11.1 GENERAL

The voting body at all meetings shall consist of all board members who are present at the meeting.

Votes may not be given by a proxy, but can be submitted in writing.

All votes taken will be by a show of hands with the exception of the election of the Board of Directors which will be a secret ballot. A request may be made for votes to be by secret ballot for other matters.

All votes will be decided by a simple majority with the exception of a vote taken on amendments to the Constitution which will be decided by a two thirds majority.

The President shall not vote unless to break a tie.

1.12 FINANCES

Any one of the President, Vice President, or Secretary, along with the Treasurer, shall act as the signing officers.

The fiscal year shall be January 1st – December 31st.

The projected annual budget for the ensuing session shall be reviewed at a Board Meeting immediately following the AGM.

The financial records shall be reviewed quarterly. The reviewer(s) shall be appointed by the Board of Directors. A written statement by the reviewer shall include the findings of the review and be presented at the Annual General Meeting.

The financial records of the ECC shall be open to inspection by members upon request to the Board of Directors.

Any capital expenditure in excess of $3000.00 over the budgeted expenses must be approved at a Special Meeting called for that purpose.

The Board of Directors will be governed by the financial policies of the ECC.

1.13 NOMINATIONS AND ELECTIONS

1.13.1 BOARD OF DIRECTORS

Elections will be held at the Annual General Meeting.

Nominations may be made from the floor.

The Board of Directors shall be elected by secret ballot with the candidate receiving the most votes elected. Where only one candidate has been nominated for a position, the candidate shall be elected by acclamation.

The Board of Directors shall be elected for a one-year term.

Any member of the Board of Directors with an expiring term, who desires to continue in their position, shall run for re-election with a maximum of four (4) years in any one position consecutively.

Exiting Directors will agree to remain on for a maximum of two (2) months in a "consulting" capacity to ensure a smooth transition between outgoing/incoming board members. Exiting Directors will not be required to attend meetings, just be available for any questions that may arise.

1.14 VACANCIES

In the event that a vacancy exists on the Board, the Board may fill the vacancy until the next Annual General Meeting at which time the members will fill the vacancy by election.

In the event that the office of President becomes vacant, the Vice President shall become President until the next Annual General Meeting.

A Board of Director's position shall be considered vacant upon any of the following:

1. Vacant by death.
2. Resignation in writing to the Board of Directors
3. Three (3) unexcused absences at consecutive Board of Directors meetings.

1.15 AMENDMENTS

Constitution may be amended or revised by a two-thirds vote of majority by members in attendance at the Annual General Meeting or at a Special Meeting called for that purpose.

1.16 DISSOLUTION

Members of the ECC do not have and cannot have any personal interest in the ECC's property. If the ECC is dissolved or disbanded, any assets left after all liabilities have been satisfied must be turned over to the Municipality of Cartier.

1.17 PROTECTION OF THE DIRECTORS

No Board member, Director, or Officer of the ECC shall be liable for the acts, neglects, or default of any other Board Member, Director, Officer, or employee for any loss, damage, or expense happening to the ECC except by or through their own willful act of default.

1.18 STATEMENT OF APPROVAL:

This Constitution was approved at an Annual General meeting held May 8, 2012 and supersedes all previous Constitutions.

President	Nickole Bernardin
Vice President	VACANT
Secretary	Cheryl Stock
Treasurer	Kathy Perrault

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2.0 POLICIES

2.1 CONFLICT OF INTEREST POLICIY

2.1.1 GENERAL

Members of the Board of directors and any ECC staff are expected to reveal any personal, family, or business interests that they have, that, by creating a divided loyalty, could influence their judgment and hence the wisdom of decisions. A conflict of interest exist wherever an individual could benefit, dis-proportionally from others, directly or indirectly, from access to information or from a decision over which they might have influence, or, where someone might reasonably perceive there to be such a benefit and influence.

Examples of possible conflict of interest situations with respect to our Association include:

1. A board member has a personal or business relationship with the ECC as a supplier or goods or services or as a landlord or tenant.

2. A staff member has a personal or financial relationship with a client of the ECC outside of the workplace.

3. The ECC is employing someone who is directly related to a board member or other staff member.

4. Conflicts of interest (real and perceived) are unavoidable and should not prevent an individual from serving as a director or staff member unless the extent of the interest is so significant that the potential for divided loyalty is present in a large number of situations.

2.1.2 PROCEDURE FOR HANDLING A CONFLICT OF INTEREST

1. Members of the Board and staff have a duty to disclose any personal, family, or business interests that may, in the eyes of another person, influence their judgment.

2. The Board as a whole has a duty to disclose specific conflicts of interest to ECC Members and staff, where that interest may, in their judgment, affect the reputation or credibility of the

organization, and to disclose the Board's procedure for operating in the presence of such conflicts.

3. Board Members and staff have a duty to exempt themselves from participating in any discussion and voting on matters where they have, or may be perceived as having, a conflict of interest. Such exemptions will be recorded in minutes of meetings.

4. Any business relationship between an individual (or a company where the individual is an owner or in a position of authority) and the ECC, outside of their relationship as a Board or staff member must be formalized in writing and approved by the Board.

2.2 BOARD MEMBERS CODE OF CONDUCT

The Board is committed to effective decision-making and, once a decision has been made, speaking with one voice. Towards this end, board members will:

1. Speak from broad member and community interests.
2. Speak for themselves ("my own thinking is this….") rather than for a group of members.
3. Express additional or alternative points of view and invite others to do so.
4. Refrain from lobbying other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussions.
5. On important, be balanced in one's effort to understand others and to make oneself understood.
6. Once made, support, and indeed defend, board decisions, even if one's own view is a minority one.
7. Not disclose, or discuss differences of opinion on the board outside of board meetings, especially with staff, volunteers, or ECC members. (For this reason information on who votes for and against any particular motion will not be recorded in meeting minutes unless requested by a Board Member).
8. Respect the confidentiality of information on sensitive issues, especially in personnel matters.
9. Refrain from speaking for the ECC unless authorized to do so.
10. Disclose one's involvement with other organizations, business or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy).
11. Refrain from giving direction, as an individual board member, to other Board Members or staff.

2.3 PURCHASING POLICY

In making purchases and awarding contracts the following principles will be adhered to:

1. The ECC will follow fair and objective business practices in selecting contractors and suppliers.

2. If price and quality are comparable, local suppliers/contractors will be given priority over non-local suppliers.

3. The ECC will carry out price comparisons no less frequently that annually on routinely purchased supplies.

4. The ECC must be able to support its choice of supplier or contractor to outsiders. That means there must be good reasons for choosing anyone other than the lowest bidder and these reasons must be discussed by the Board and documented in meeting minutes.

5. Procurement of any services or supplies must be supported by a minimum of two (2) quotes.