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Constitution and Bylaws - 2020-01-08 Revision

Temporary amendment made by executive at 8 January 2020 executive meeting

At the executive meeting on 8 January 2020, the executive voted to amend the bylaws by removing part (d) of bylaw Article 6, Section 1 - Conduct of Trips, which said:

(d) The trip leader of a multi-day trip of 10 participants or more (including the leader) is entitled to attend the trip at no charge. All of the normal per-participant costs for the trip leader (including transportation) shall be absorbed by the rest of the trippers.

As part of this change, statement (e) that followed was renumbered to (d).

This statement had been added to the bylaws at the 23 October 2013 AGM per a [proposed amendment](#) [1], which had been accepted by the membership. Over the years, the amendment hadn't seemed to fulfill part of its goal (unstated) of encouraging more people to lead. The submitter of the 2013 amendment recommended that it be rescinded. Per Paragraph 2 of "Article 5 - Amending Formula" of the Constitution, the executive voted to make this change.

This amendment (to remove the 2013 amendment) is valid until the 2020 AGM or any SGM that might precede the AGM. As described by the same paragraph in the Constitution, if the vote for this amendment passes at the AGM or SGM, this 2020 amendment shall be made permanent; if not, it shall be rescinded and (d) above shall be returned to the bylaws.

Constitution

Article 1 - Name

The name of this organization shall be the "Ottawa Outdoor Club", hereinafter referred to as the OOC, or more simply as "the Club".

Article 2 - Purpose

The purpose of this organization is to provide the opportunity for interested people in the community to organize and participate in environmentally sound recreational activities.

Article 3 - Membership

Membership is open to anyone with a sincere interest in outdoor recreational activities. Admission shall be as directed in the Bylaws.

Article 4 - Meeting

Executive meetings shall be held in Ottawa or vicinity, not less than once in every three-month period. The Annual General Meeting (AGM) shall be held during the month of October each year.

Article 5 - Amending Formula

Amendments to the Constitution and/or Bylaws can be proposed by any member in advance of the AGM or a Special General Meeting (SGM) called for that purpose, as directed in the Bylaws.

Amendments can be proposed and adopted by executive resolution between general meetings, and must be presented for approval at the following AGM or SGM. Any amendment not approved at such a meeting shall revert to its previous text.

Article 6 - Rules of Order

The conduct of the Club's meetings will follow the most recent edition of Robert's Rules of Order. In practice, a more informal application of the rules may be adopted by the executive.

Bylaws

Article 1 - Membership

Article 1, Section 1 - Membership Requirements

(a) Membership shall be open to any person 18 or more years of age with a sincere interest in outdoor recreational activities.

(b) Upon receipt of information regarding any member whose behaviour is suspected of being potentially unsafe, or whose conduct is likely to bring disrepute to the Club, the majority of the voting members of the executive may act unilaterally to limit the potential for future injury or discredit by suspending the membership of that individual for a period not exceeding one month, pending further investigation, as outlined in (A) and (B) below. This in no way limits the executive from addressing lesser transgressions of safety or civility which have been reasonably proven.

Further, the Club reserves the right to take disciplinary action against any member who has clearly and intentionally courted dangerous behaviour, which may include evidence from actions taken outside the

Club; or who is likely to bring discredit to the Club; or who is not in accord with the objectives of the Club as set forth in the Constitution. Upon receipt of a petition signed by five non-executive members, a majority of the voting members of the executive shall take actions which shall include:

(A) Investigation of the matter including verification of the details related to the accusations made;
(B) Communicating to the accused member the allegations against the person; and
(C) By a majority of the voting members of the executive, take an appropriate response, which may include, but is not limited to: warning, reprimand, limiting access to equipment, or outright expulsion with return of membership fees.

(c) Members can bring along on trips a reasonable number of children under the age of 18. These members must assume full responsibility for the behaviour and safety of such children.

(d) The executive may be directed by resolution from the general membership at the Annual General Meeting to limit the total number of Club memberships to be issued for the current year.

Article 1, Section 2 - Membership Dues

(a) Membership fees and day fees shall be decided by a quorum at the AGM.

(b) After being set at the AGM, membership fees shall be payable to the Club by cheque or an electronic means acceptable to the executive and shall be sent to the current treasurer. Annual membership paid between the AGM and December 31 shall be effective from the date of payment until December 31 of the following year.

(c) The Club membership year shall be from January 1 to December 31, inclusive.

(d) Children under the age of 18 who are guests of members or non-members shall not be required to pay non-member activity fees.

(e) Members receive notification of meetings and other information by email.

(f) New and renewing members are required to sign the Standard Club waiver of liability and agreement contained in the membership application form and to abide by the Club Constitution, Bylaws and appendices.

Article 1, Section 3 - Resignation of Members

Any member may resign from the Club at any time. The Club is not obliged to refund membership dues as a consequence of any resignation.

Article 1, Section 4 - Arrears

A person who has monies (such as damage charges, equipment rental fees, or activity fees) in arrears shall no longer be entitled to Club privileges. All amounts shall be considered to be in arrears 30 days after the end of the trip in question or the assessment of damages. A member who has monies in arrears may appeal to the Club executive before they have their Club privileges removed.

Article 1, Section 5 - Applications for Membership

Applications for membership shall be accompanied by full payment. This fee shall be returned in the event of an application being rejected.

Article 1, Section 6 - Responsibility of Members

(a) Members shall aid by mutual co-operation in organizing and participating in Club activities. Each member will assume their share of responsibility to ensure that Club activities are conducted in a safe and enjoyable manner with minimal impact on the environment.

(b) A member who brings a child under the age of 18 is responsible for the child's conduct and safety and is responsible to the Club for any damage or loss caused by that child to Club equipment.

(c) All members who drive and provide a ride for participants on any and all OOC events and trips shall comply with all legal restrictions and constraints related to the operation of their motor vehicle and class of licence insofar as these restrictions and constraints pertain to blood alcohol content.

(d) A host is at liberty to place any additional restriction(s) regarding alcohol consumption or impairment for drivers attending an event at their home.

Article 1, Section 7 - Responsibility of the Club

The Club assumes no responsibility for personal injuries or loss of property.

Article 2 - Meetings

Article 2, Section 1 - Annual General Meetings

(a) The date of the Annual General Meeting (AGM) must be announced not less than five weeks prior to that event. Not less than four weeks prior to the AGM, the executive shall distribute to the membership, via email, any proposed motions to amend the Constitution and/or Bylaws for the AGM along with a call for submissions from the membership for additional motions or amendments to the proposed motions. This submission period shall last for ten days only, and no other submissions shall be accepted from the membership thereafter. The time and location of the AGM must be announced to the membership not less than two weeks prior to the event, along with the final version of all motions and amendments to be presented at the AGM in their final wording, as well as a statement clearly indicating the intent to amend the Constitution and/or Bylaws at that meeting. The agenda for the meeting shall include:

1. Annual reports from each member of the executive.
2. Reports from Committee Chairpersons.
3. A financial report from the Treasurer; including the proposed budget for the upcoming year.
4. Nomination and election of Directors for the following year.
5. Any proposed amendments to the Club's Constitution and Bylaws.
6. Other business.

Article 2, Section 2 - Special General Meetings

Special General Meetings (SGM) to amend the Constitution and/or Bylaws require a petition by at least 10% of the membership; SGMs for all other purposes require a petition signed by at least 8 members or 5% of the membership, whichever is greater. SGMs can be called by a majority of the executive as required. The meeting shall be held five weeks following the announcement of the SGM, with the membership invited to submit additional proposals for motions or amendments according to the same schedule as that indicated above for an AGM.

The petitioner shall pay any cost incurred for holding the special meeting. If they wish to be reimbursed by the Club, they should, at that meeting, present proof of expenses incurred for all reasonable costs up to a total of \$100. Approval shall be granted subject to a majority vote of the quorum present.

Article 2, Section 3 - Quorum for General Meetings

For the purpose of handling the Club's business, including amendments to the Constitution and Bylaws, a quorum shall consist of not less than 8 members or 5% of the membership in good standing, whichever is greater, as of 7 days before the meeting.

Article 2, Section 4 - Voting at General Meetings

(a) Voting is restricted to members in good standing as of 7 days before the meeting.

(b) Voting may be by secret ballot or show of hands at the option of the majority of members at the meeting.

(c) Members must be present in order to vote.

Article 2, Section 5 - Minutes of General Meetings

The minutes of the AGM and any SGMs shall be recorded, posted to the public portion of the Club's website, and sent to all members prior to the start of the next Meeting.

Article 2, Section 6 - Quorum for Decisions of the Executive

For the purpose of executive meetings and email votes outside of an executive meeting, a quorum shall consist of not less than half of the number of filled roles on the executive rounded down plus one, where no person shall be counted more than once and no role (as defined in Bylaws Article 3, Section 1 - Executive) shall be counted more than once.

Article 2, Section 7 - Email Motions for Executive Decisions Between Meetings

When a decision must be made by the executive before the next executive meeting, the motion, second, and vote shall be done by email as follows:

(a) An email message shall be sent by any executive member to the whole executive, indicating that a vote is requested.

(b) This email message shall

(1) Provide a clear “in favour” or “opposed” question.

(2) If the motion requires funding, the motion shall include the name of the seconder.

(3) State the timeframe within which to respond, with a minimum 24-hour timeframe.

(4) Ask for confirmation that the email message has been received.

(5) Include the email address of the originator.

(c) Responses to the motion can be either to elicit further discussion or a vote.

(d) The voting process shall be as follows:

(1) The person sending the initial request shall be considered to have voted in favour of the motion, unless that person specifically changes their vote.

(2) A quorum of the executive must vote for the voting process to be considered valid.

(3) Responders shall state clearly whether they vote in favour of the motion, against the motion, or whether they abstain. An abstention shall count towards quorum.

(4) When a person does not vote, no vote shall be recorded for that person. It shall not be considered an abstention.

(5) The first person to respond with a vote in favour of the motion shall be considered to have seconded the motion, unless the motion requires funding.

(e) At the next executive meeting, the motion, mover, seconder, the names of the other participants in the vote, the number of votes for, the number of votes against, and the number of abstentions shall be read into the minutes. The vote shall not be redone.

Article 2, Section 8 - Minutes and Voting Results of Executive and Committee Meetings

(a) Minutes of all executive and committee meetings shall be recorded and made available to all members. The minutes shall be posted for all members to see or shall be distributed to all Club members in a timely fashion. This must be before the executive’s next meeting.

(b) The result of any vote made by the executive that changes Club policy, procedures or guidelines shall be included in the next distribution of Club news to members, by email and on the Club website.

(c) The dates of all executive meetings shall be posted in the Club calendar or list of activities, in advance of the meeting.

Article 3 - Directors

Article 3, Section 1 - Executive

The Club executive shall consist of the following directors: President, Vice-President, Treasurer, Secretary, Membership Secretary, Equipment Officer, Website Administrator and, optionally, the volunteer activity coordinators of canoeing, cycling, hiking, skiing, snowshoeing, and social events. All positions shall be open to any member.

Executive directors may strike a committee to assist them in their duties.

All members must be a paid up current member to either run, be appointed to the executive or to retain their position.

Article 3, Section 2 - Election, Appointment, and Removal of Directors

The directors shall be elected at the AGM by those members attending the meeting. The new executive shall take office immediately after the meeting at which it is elected.

The executive may appoint a member to fill a vacant position. This person shall have the same rights, obligations, and responsibilities as if elected at an AGM.

The duration of the term for each director shall be from the time elected or appointed to the subsequent AGM.

The executive has the right to remove any member of the board, by executive resolution, who does not fulfill the duties of the position.

Article 3, Section 3 - President

(a) The President shall call meetings of the executive at least quarterly and shall preside over those meetings.

(b) The President shall call the AGM annually and shall preside over the meeting.

(c) The President is authorized to sign cheques - i.e. either the President or the Treasurer may sign cheques.

(d) The President shall liaise with senior staff members of the Club's affiliate(s).

(e) The President shall act as spokesperson for the Club and the Club executive.

(f) The President shall be responsible for giving notice of the AGM, SGMs, and of the executive meetings.

Article 3, Section 4 - Vice-President

The Vice-President shall have and exercise the duties and powers of the President in their absence.

Article 3, Section 5 - Treasurer

- (a) The Treasurer shall keep records of the funds and securities of the Club.
- (b) The Treasurer shall keep proper books of records showing all monies received and disbursed and all assets and liabilities of the Club.
- (c) The Treasurer is the authorized officer responsible for disbursing the Club's funds.
- (d) The Treasurer is authorized to make payment for recurring expenditures. The Treasurer can authorize the expenditure of up to \$100.00 in extraneous operational expenses. However, executive committee approval must be obtained for extraneous expenditures in amounts over \$100.00.
- (e) The Treasurer is authorized to advance a maximum of \$500.00 for individual Club trips. The executive is authorized to advance a maximum of \$2500.00 for individual Club trips. However, such advances may not exceed a total of \$3500.00 at any given time. In addition, the Treasurer is authorized to advance a maximum of \$200.00 to the Membership Secretary to cover mail out costs.
- (f) The Treasurer shall present the members of the executive with an income and expense report and a bank reconciliation statement at each meeting.
- (g) The Treasurer shall prepare annual financial statements and a budget for the upcoming year and present them at the AGM.
- (h) The Treasurer shall be responsible for collecting all sign-up sheets.

Article 3, Section 6 - Secretary

- (a) The Secretary shall record the minutes of the AGM, SGMs, and executive meetings.
- (b) The Secretary shall also have available at any meeting the minutes of all meetings in the previous 12 months, including executive meetings.
- (c) The Secretary shall have charge of all the Club's records, with the exception of those necessary to the Treasurer to carry out their duties.
- (d) The Secretary shall make available minutes of any meeting, executive or other, with the exception of in-camera sessions, to any Club member upon request.

Article 3, Section 7 - Membership Secretary

- (a) The Membership Secretary shall keep the database of membership up-to-date and shall mail membership cards.
- (b) The Membership Secretary shall serve as the main point of contact for members having questions, problems or concerns with issues related to Club membership, along with general inquiries about the Club by new members, such as its activities, fitness requirements, transportation, etc.

(c) The Membership Secretary shall be responsible for the quarterly sending of membership lists.

Article 3, Section 8 - Equipment Officer

(a) The Equipment Officer shall be responsible for controlling the use, storage and maintenance of the Club's equipment.

(b) The Equipment Officer shall be responsible for the neatness of the equipment storage facility.

(c) The Equipment Officer shall be responsible for contacting trip leaders and activity coordinators to clarify their responsibilities whenever problems related to the equipment storage facility arise.

Article 3, Section 9 - Coordinators

(a) Hiking Coordinator: Shall be responsible for coordinating all hiking outings and for preparing a schedule of these outings.

(b) Skiing Coordinator: Shall be responsible for coordinating all ski outings and for preparing a schedule of these outings.

(c) Snowshoeing Coordinator: Shall be responsible for coordinating all snowshoe outings and for preparing a schedule of these outings.

(d) Canoeing Coordinator: Shall be responsible for coordinating all canoe outings and for preparing a schedule of these outings.

(e) Cycling Coordinator: Shall be responsible for coordinating all cycling outings and for preparing a schedule of these outings.

(f) Social Coordinator: Shall be responsible for coordinating all social events and for preparing a schedule of these outings.

Article 3, Section 10 - Voting Rights

(a) By mutual agreement, two members may act in one executive position, with the exception of President, Vice President and Treasurer. They will function together as one unit to fulfill the requirements of that position. The position maintains the weight of one vote. In the case when both participate at a meeting, they each have one half vote. Otherwise, the person participating has one vote.

(b) When one member holds more than one role on the executive, the member shall be entitled to no more than one vote.

Article 3, Section 11 - Website Administrator

(a) The Website Administrator shall be responsible for the content of the Club website.

(b) The Website Administrator shall make necessary updates to the website identified by the executive in

collaboration with the Website Administrator.

(c) The Website Administrator shall maintain the Web pages to represent the Club.

(d) The Website Administrator shall provide support to the activity coordinators to maintain and update the schedule of events on the website.

(e) The Website Administrator shall provide support to the Membership Secretary and Treasurer for maintaining the online membership application page.

Article 4 - Committees

Article 4, Section 1 - Standing Committees

(a) The executive may appoint Chairpersons of Standing Committees to be responsible for specific phases of Club activity or for specific Club activities. Committee Chairpersons are to appoint Club members as required to assist in carrying out the work for which the Committee is responsible.

(b) Members of the executive may form Committees to assist them in carrying out their responsibilities.

Article 4, Section 2 - Responsibility of Committee Chairpersons

The Chairpersons of Standing Committees shall be responsible to the executive for carrying out the activities with which they are entrusted and for forwarding minutes of all meetings to the executive.

Article 5 - Finances

Article 5, Section 1 - Fiscal Year

The Club's fiscal year shall run from October 1st to September 30th.

Article 5, Section 2 - Budget

(a) The annual budget shall be approved at the Annual General Meeting.

(b) The proposed annual budget shall ensure a reserve fund of at least 80% of the average of the previous 3 years' actual income.

Article 5, Section 3 - Expenditure of Funds

(a) Expenditures of Club funds on budgeted items within the total annual budget limits may be authorized by executive resolution. The executive has the authority to make emergency expenditures of up to \$1000.00 without prior approval.

(b) The Club executive shall not, under any circumstances, permit borrowing or lending of Club funds.

(c) The Club executive shall not, under any circumstances, authorize the expenditure of Club funds as remuneration for past participation or incentive for future participation in any internal Club event or

external event, such as training or travel, to any member of the Club who has been afforded by the Club greater opportunity (e.g., through private communication, advance knowledge, or as a member of the Club's executive) than any other member of the Club to participate in the same event and request financial incentive or remuneration for so doing.

Article 5, Section 4 - Equipment Rental

The rental fees for Club canoes and other equipment will be posted as required following the AGM.

Article 5, Section 5 - Program Fees

Program fees shall be decided by a quorum at the AGM. Activity fees may be directed to designated expenditure items of budget.

Article 5, Section 6 - Reserve Funds

The reserve fund may only be used in the case of an unforeseen expenditure. If over \$1,000, authorization to use the reserve fund must be obtained at an SGM.

Article 6 - Trips and Use of Equipment

Article 6, Section 1 - Conduct of Trips

- (a) The Activity Coordinators shall recruit leaders for each planned trip or other activity. Every outing must have the approval of the appropriate coordinator or delegate.
- (b) The trip or activity leader has the right to exclude specific participants for reasons of safety or that they might hinder the completion of the trip or activity.
- (c) All trip or activity participants must register on the sign-up sheet.
- (d) The trip or activity leader shall comply with the Club's policies and procedures for leading an activity or trip.

Article 6, Section 2 - Priority in Use of Club Equipment

- (a) Trips or activities organized officially by the Activity Coordinators shall have priority in the use of all equipment.
- (b) For multi-day trips that may conflict with day trip equipment requirements the leader or delegate must contact the Equipment Officer (or delegate) to be assigned Club equipment prior to its removal for use.
- (c) The use of Club equipment by a trip or activity participant must be approved by the leader or co-leader of the particular trip or activity.

Article 6, Section 3 - Car Pool

The Club will normally facilitate transport to Club activities by means of a car pool arrangement. Participants may choose to carpool but shall do so at their own risk. Costs shall be shared equally among all participants who wish to participate in the car pool. The rate is announced at the AGM and is a fixed fraction of Government of Canada [Treasury Board rate](#) [2] as specified in the following table:

Activity	Rate / km as a percentage of the Government of Canada rate for Ontario
Non-Canoeing	56%
Canoeing (vehicles carrying canoes)	67%

Article 6, Section 4 - Care of Equipment

Members are expected to take all possible care of Club equipment and canoes. Participants on any organized activity and members using Club equipment for a non-scheduled activity or private use must return all equipment at the time specified by the Trip Leader or Equipment Officer and shall be responsible to the Club for damage to or loss of Club canoes or equipment. In order to use Club equipment for a non-scheduled activity, members must obtain the prior approval of the Equipment Officer or their delegate and must return the equipment at the date and time specified by the Equipment Officer. Members are held personally responsible for seeing that it is returned in good condition. (Private use means a trip that is not organized or sanctioned by the appropriate Coordinator.)

Article 6, Section 5 - Assessed Cost of Damages or Loss of Club Canoes and Equipment

(a) In accordance with Bylaws, Article 1, Section 7, the Club shall not be responsible for damage or loss to privately owned canoes or equipment.

(b) Any loss in value plus the cost of the repair shall be assessed to the person who caused the damage. The trip participants may decide on a different method of assessment prior to the commencement of the trip.

(c) A preliminary assessment of damage or loss if incurred to Club canoes or equipment must be collected on the trip by the Trip Leader. Adjustments shall be made after the damage or loss is finally assessed after repairs have been completed.

(d) All damages or losses must be reported to the Equipment Officer immediately following the trip.

(e) Members can appeal to the executive if they believe they should not be held personally responsible for the loss or damage of equipment.

Article 6, Section 6 - Incident Reports

(a) A written report of any incident resulting in a trip participant sustaining an injury that requires medical attention or could reasonably be expected to require medical attention is to be completed by the trip leader. The report shall be completed for each trip participant sustaining such an injury during the

trip. The report shall be completed on the last day of the trip or as soon as possible thereafter. Should the trip leader not submit such a report within one week of the trip when the injury occurred, a report may be written by another participant of the trip during which the injury occurred.

(b) The report shall be submitted to the activity co-ordinator and the Secretary. The report shall be distributed by the Secretary to all members of the OOC executive.

(c) If a request is made for a copy of the incident report, personal information shall be redacted before such a copy is provided.

Article 7 - Disbandment

Article 7, Section 1 - Wind-up Clause

If the Club disbands, the Club's remaining assets shall be donated to an organization with a similar function to the Club. The choice of recipient shall be decided at the final Annual General Meeting or Special meeting of the Club.

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Links

[1] <https://ottawaoutdoorclub.ca/club/./meeting/2013/agm/proposed-amendments/leaders-multi-day-trips-10-go-free>

[2] <http://www.njc-cnm.gc.ca/directive/d10/v238/s658/en#s658-tc-tm>