

***BY-LAWS OF THE
EXECUTIVE WOMEN'S GOLF ASSOCIATION
(Greater Toronto Area)***

Dated September 24, 2016

Executive Women’s Golf Association (Greater Toronto Area)
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Executive Women's Golf Association (Greater Toronto Area) By-Laws

ARTICLE I: GENERAL PROVISIONS

Section 1 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act, R.S.O. 1990, chap. C. 38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Active Member (in good standing)" shall mean a person, at least 18 years of age, who, on an annual basis, has completed a membership application form and is paid in full;
- (c) "By-law" means any By-law of the Corporation from time to time in force and effect;
- (d) "EWGA" means the Executive Women's Golf Association, a not-for-profit corporation headquartered in Florida, U.S.A.;
- (e) "EWGA-Canada" means the Executive Women's Golf Association of Canada which is a chapter of the EWGA;
- (f) "EWGA-GTA" means the Corporation known as the Executive Women's Golf Association (Greater Toronto Area);
- (g) "Letters Patent" means the Letter Patent and any supplementary letters patent of the Corporation;
- (h) "Member" shall mean an active member of EWGA-GTA;
- (i) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (g) "Special Resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Association duly called for that purpose or at an annual meeting, or, in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such meeting.

Section 2 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made hereunder shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Section 3 Name

This Association shall be known as the Executive Women's Golf Association (Greater Toronto Area) and shall conduct its affairs in the province of Ontario as a not-for-profit organization.

Section 4 Head Office

The head office of the Association shall be in the Greater Toronto Area in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Association may from time to time by resolution fix.

Section 5 Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January of each year and end on the 31st day of December of the same year.

ARTICLE II: EWGA MISSION AND GOALS

The mission of the EWGA is to provide opportunities for women to learn, play, and enjoy the game of golf for business and for life. Its goals are as follows:

- (a) To provide premier programs for members in golf education, player skill development, organized play, and in learning how to use golf in business.
- (b) To provide timely and valued benefits and services to members and volunteer leaders.
- (c) To promote the growth of women's golf.
- (d) To be an advocate for positive change on issues of importance to women golfers.

ARTICLE III: PURPOSE OF THE ASSOCIATION

The purpose of the EWGA-GTA is to provide members with the opportunity to develop networking skills, learn business golf and enhance their business contacts through the medium of golf. This Association will

also provide educational programs to improve members' networking and business golf skills and increase their self-confidence, knowledge and enjoyment of the game, as well as encourage membership in and support of its mission and goals.

ARTICLE IV: MEMBERS

Section 1 Membership

Membership in the EWGA-GTA shall be made eligible to all women who are interested in learning and/or playing the game of golf.

Section 2 Voting Rights

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members, with the exception of the President who shall only vote in the event of a tie. A member may vote at a meeting by proxy in writing delivered to the Secretary no later than forty-eight (48) hours prior to the meeting.

Section 3 Resignation

Any member may resign by filing a written resignation to the Member Services Director of the EWGA-GTA. No portion of any dues paid shall be refunded to the resigning member. Resignation shall not relieve member of any obligation to pay any dues, assessments or other charges accrued and unpaid.

Section 4 Termination of Membership

Any member may be censured, suspended or expelled for good cause if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting. Grounds for such censure, suspension or expulsion include but are not limited to dishonest conduct, financial irresponsibility, unfit behaviour, or any action that is considered by the Board of Directors to be a detriment to the Association or international organization.

Membership in the Association may be terminated if a member's annual Association dues remain unpaid for a period of thirty (30) days after same shall have become due.

Section 5 Reinstatement

Upon written request signed by a suspended or expelled member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Board, reinstate such suspended or expelled member to membership upon such terms as the Board may deem appropriate.

ARTICLE V: MEMBERSHIP DUES

Section 1 Annual Membership Dues

Membership dues shall be established by the Board of Directors and shall be paid annually upon the membership application being received and approved.

Section 2 Method of Payment

Members shall pay the annual membership dues by cash, cheque or credit card and such dues shall be deposited directly or electronically into the EWGA-GTA's bank account.

Section 3 Transfer of Membership

Membership is not transferable from one individual to another.

ARTICLE VI: MEETINGS OF THE MEMBERS

Section 1 Annual General Meeting

The Annual General Meeting of the Association shall be held in the Spring of each year. The following business shall be conducted at the Annual General Meeting:

- (a) Reading of the previous year's financial reports;
- (b) Resolution for the waiving of audited financial statements;
- (c) Presentation of the current year's budget
- (d) Election of the directors;
- (e) Any other business that may properly be brought before the meeting.

Section 2 Special Membership Meetings

Special Membership Meetings may be called at any time by the Board of Directors detailing the purpose of the meeting and with as much advance notice of the meeting as possible.

If a Special Membership Meeting is requested by ten percent (10%) of the members, notice of such request shall be given in writing to the Secretary of the Association and shall include details of the business to be discussed. The meeting shall normally be held within twenty-one (21) days of the giving of such notice.

Section 3 Notice of Meetings

The Board of Directors shall ensure that the notice of the Annual General Meeting is posted electronically at least fifteen (15) days prior to the scheduled date of the meeting. Such notice shall contain an agenda of all

matters to be brought before the members and shall contain any Notices of Motion received by the Secretary as well as the names of members running for election and the positions sought.

The Board of Directors shall ensure that the notice of Special Membership Meeting is posted electronically as soon as possible. Such notice shall contain the matter to be discussed. Only that business for which a Special Membership Meeting is convened shall be transacted.

Section 4 Quorum

At any regularly scheduled membership meeting, a quorum shall consist of not less than 20% of the voting members.

At any special membership meeting, a quorum shall consist of not less than 40% of the voting members.

Section 5 Governing Rules

At any meeting of members, procedures not otherwise set forth herein shall be governed by Roberts Rules of Order, Revised. Any rule of procedure may be suspended temporarily by the vote of two-thirds of the members then present.

Section 6 Adjournment

Any meeting of the Association may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

ARTICLE VII: BOARD OF DIRECTORS

Section 1 General Powers

The affairs of the Association shall be managed by the Board of Directors

Section 2 Number and Qualifications

The Board of Directors shall consist of seven (7) directors who shall serve two (2) year terms and shall be comprised of four (4) officers and three (3) directors, all of whom must be active Association members in good standing or shall become members of the Association within ten (10) days after election or appointment as director and be at least eighteen years of age.

The Immediate Past President shall serve in an advisory capacity as an honorary member of the Board for a period of one (1) year.

Section 3 Voting Rights

Each Board Member shall be entitled to one vote on each matter submitted to a board vote, with the exception of the Immediate Past President who is an honorary non-voting member of the Board. In the event of a tie vote, the motion shall be rejected.

Section 4 Board of Directors Meetings

Board of Directors Meetings shall be conducted in the following manner:

- (a) The Board of Directors shall meet at the call of the President.
- (b) Two (2) members of the Board of Directors may request that a meeting be called.
- (c) The Board of Directors shall meet at least six (6) times a year.
- (d) The President shall preside at all meetings. In her absence, the Vice-President shall preside.
- (e) The agenda of the meetings shall be determined by the President in consultation with the Board of Directors.
- (f) Where possible, the notice of all Board of Directors meetings and the agenda shall be provided to the Board of Directors at least five (5) days prior to the date of the meeting.

Section 5 Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6 Manner of Acting

The act of a majority of the Board members present at a meeting where a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 7 Election and Term of Office

Elections of officers and terms of office shall comply with the following:

- (a) Directors shall be nominated by the general membership in the Fall of each year for a two (2) year term and may serve no more than three (3) consecutive terms.
- (b) The term of office for the Board of Directors shall be from one Annual General Meeting to another Annual General Meeting.
- (c) Elections for the Board of Directors shall be by vote at the Annual General Meeting. Members shall have one vote per vacancy being filled.
- (d) Elections shall be held every year for the following Board of Directors positions:

- a. President
 - b. Vice-President
- (e) Elections shall be held in odd years for the following Board of Directors positions:
- a. Communications Director (Secretary)
 - b. Member Services Director
 - c. Events & Activities Director
- (f) Elections shall be held in even years for the following Board of Directors positions:
- a. Golf Programs & Services Director
 - b. Finance & Records Director (Treasurer)
- (g) Members may run for more than one (1) position but may not be elected to more than one (1) position.
- (h) The Nominations/Elections Committee shall be comprised of two (2) members appointed by the President as well as the Vice-President who will chair the Committee. The Committee shall be responsible for securing a slate of nominees to stand for election.
- (i) Candidates who indicate their intention to run for office must fill out a nomination form indicating the position(s) they wish to run for. The nomination form must be supported by two (2) members' signatures.
- (j) Nominees who wish to have their names printed on the ballot shall submit their name to the Chairperson of the Nominations/Elections Committee at least sixteen (16) days in advance of the Annual Membership Meeting.
- (k) The names of the candidates and the positions sought shall be circulated to the membership at least fifteen (15) days prior to the meeting.
- (l) Any member of the EWGA-GTA may be nominated from the floor supported by two (2) other members.
- (m) The Chairperson of the Nominations/Elections Committee shall, where necessary, conduct the election and shall appoint members from the floor to act as scrutineers.
- (n) In the event there is only one (1) person running for any given position, that person shall be acclaimed to the position.
- (o) In the event two (2) or more members are running for the same position, a vote by secret ballot shall be conducted and the candidate receiving the largest number of votes shall be elected to the position.
- (p) In the event of a tie vote, a second vote shall be taken immediately without recess and shall only include the names of those individuals with the tie votes.

- (q) At the conclusion of the nomination and election process, should there be vacancies in any Board of Director position, the Board of Directors may appoint a member to fill the vacancy in accordance with Article VII, Section 9.

Section 8 Vacancy in Office

The office of a director shall automatically be vacated:

- (a) if the director does not within ten (10) days after being elected or appointed become a member, or ceases to be a member of the Association;
- (b) if the director does not attend three (3) consecutive Board of Directors meetings, without providing valid reasons for failure to attend;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the director by notice in writing to the Association resigns from office. The resignation shall be effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office, or
- (f) if the director dies.

Section 9 Filling Vacancies

The Board of Directors may appoint a member to fill a vacant position.

In the event that the Vice President is unable to assume the duties of the President, a new President shall be appointed by the Board of Directors within thirty (30) days to fulfill the remainder of the term.

Section 10 Remuneration

No director shall receive remuneration for acting as a director of the Association although they may receive reasonable reimbursement for expenses incurred in executing the office of director or for other services provided to the Association.

Section 11 Conflict of Interest

A director who has a personal interest, direct or indirect, in a contract with the Association is required to disclose that interest (which should be recorded in the minutes of the meeting) and refrain from voting in respect of that interest.

ARTICLE VIII: DUTIES OF BOARD OF DIRECTORS

The four (4) Officers of the EWGA-GTA shall consist of the President, Vice President, Secretary and Treasurer.

The three (3) Directors of the EWGA-GTA shall consist of the Member Services Director, Events & Activities Director, Golf Programs & Services Director.

Section 1 President

The President shall:

- (a) Serve as presiding officer of the Board of Directors.
- (b) Set the agenda for meetings of the Board of Directors.
- (c) Appoint any special committees as deemed necessary by the Board of Directors.
- (d) Appoint a least two (2) members to the Nominating committee.
- (e) Sign all contracts on behalf of the EWGA-GTA.
- (f) Send welcome letters to new members.
- (g) Serve as the liaison between the EWGA-GTA and EWGA-Canada.

Section 2 Vice President

The Vice President shall:

- (a) Oversee the planning and administration of the EWGA-GTA.
- (b) Preside at meeting of the EWGA-GTA in the absence of the President.
- (c) Chair the Nominations Committee.
- (d) Develop, implement and maintain a volunteer recognition program.
- (e) Serve as President for the remainder of the term should the office of President become vacant.

Section 3 Communications Director (Secretary)

The Communications Director shall:

- (a) Keep minutes of all regular and special meetings of the EWGA-GTA Board of Directors.
- (b) Issue calls for meetings.
- (c) Distribute proceedings of all meetings as needed.
- (d) Creates and manage communications calendar
- (e) Maintain an up-to-date board member contact list
- (f) Maintain alignment of Association website updates, communications calendar, social media and Newsflash

Section 4 Finance and Records Director (Treasurer)

The Finance and Records Director shall:

- (a) Review and recommend financial policy.
- (b) Cause annual budgets and financial projections to be prepared and submitted to the Board of Directors.

- (c) Oversee the financial activities and records of the EWGA-GTA, including management of all banking, credit card processing and bill payment processes.
- (d) Report quarterly financial statements and budget updates to all Board of Directors.
- (e) Approve one or more banks, trust companies or other federally insured depositories for the deposit of funds of the EWGA-GTA.
- (f) Arrange for a financial summary/reconciliation at the end of each fiscal year.
- (g) File tax return, if applicable.
- (h) Submit corporate information updates to government agencies as required under the Corporations Act.

Section 5 Member Services Director

The Member Services Director shall:

- (a) Welcome new Members
- (b) Recruit new members.
- (c) Review and update membership recruitment materials as required.
- (d) Greet new attendees at meeting/events
- (e) Contact inactive members to encourage participation.
- (f) Oversee, manage and ensure accuracy of on line Membership Directory.
- (g) Manage membership renewals, personal reminders, performance tracking
- (h) Respond to inquiries via membership@ewga-gta.ca
- (i) Provide content to Communications Director aligned with communications calendar

Section 6 Events and Activities Director

The Director of Events shall:

- (a) Oversee the planning and implementation of all events.
- (b) Represent event committees on the Association Board
- (c) Appoint a chair and committee for each golf event.
- (d) Appoint a chair and committee for all non-golf events.
- (e) Ensure that events are designed to accommodate players of all ability levels.
- (f) Provide content to Communications Director aligned with communications calendar

Section 7 Golf Programs and Services Director

The Golf Programs and Services Director shall:

- (a) Set calendar for seminars and clinics
- (b) Determine appropriate course for Chapter Championship
- (c) Represent golf programs and services committees on the Association Board
- (d) Provide content to Communications Director aligned with communications calendar
- (e) Mentor members requiring support with rules, etiquette, handicap, etc
- (f) Coordinate periodic clinics for players of all ability levels.
- (g) Coordinate educational events including rules of etiquette and golf techniques.
- (h) Manage member course league nights.
- (i) Coordinate season-long match play.
- (j) Serve as an advocate to encourage the tracking of handicaps by members.

- (k) Develop other educational programs to further the goals of EWGA and to further members' understanding of golf competitions.

ARTICLE IX: SPECIAL COMMITTEES

Special committees may be appointed by the Board whenever a need arises. The chairperson of special committees do not serve as members of the board but report to the President of the Board of Directors and serve a one (1) year term of appointment.

ARTICLE X: CONTRACTS, CHEQUES, DEPOSITS

Section 1 Contracts

The Board of Directors shall authorize only the President, or with approval of the Board of Directors, the Director of Events to enter into any contract or execute and deliver any instrument in the name of and on behalf of the EWGA-GTA and such authority may be general or confined to specific instances.

Section 2 Cheques Drafts etc.

All cheques drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the EWGA-GTA, shall be signed by the Treasurer. Checks over \$1,500 must be signed by two elected officers including the President, Vice-President, Treasurer or Secretary. No checks may be signed by payee.

Section 3 Deposits

All funds of the EWGA-GTA not otherwise employed shall be deposited from time to time to the credit of the EWGA-GTA in such banks, trust companies or other federally insured depositories as shall be selected by the Treasurer and approved by the Secretary in amounts not to exceed the limits of the federal insurance applicable to that depository.

ARTICLE XI: BOOKS AND RECORDS

The EWGA-GTA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and committees having any of the authority of the Board of Directors.

A financial summary/reconciliation shall be prepared at the end of each fiscal year, and upon request, a copy of which shall be sent to the President of EWGA-Canada.

The officers shall have in their possession a record giving the names and addresses of the members entitled to vote. All books and records of the EWGA-GTA may be inspected by any member, or the member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII: AMENDMENTS TO BY-LAWS

1. A member desiring to propose an amendment to the By-Laws shall present a Notice of Motion in writing to the Secretary setting forth the proposed change. Such motion must be received by the Secretary no later than thirty (30) days in advance of the Annual General Meeting and must be seconded by another member.
2. Members must be notified of proposed amendments fifteen (15) days before the Annual General Meeting, such notices to be included as part of the agenda.
3. The Notice of Motion and proposed change shall be read at the Annual General Meeting including the name of the member who proposed the motion and the name of the member who seconded the motion. The member who proposed the motion shall be the first to speak to the motion, a discussion will then ensue, the member shall be the last to speak to the motion and once completed, a vote shall be taken.
4. Amendments to the By-Laws may be made at the Annual General Meeting by two-thirds (2/3) majority vote of those present and qualified to vote.

Motions to amend the By-Laws shall be made effective immediately following its adoption by the membership.

ARTICLE XIII: INDEMNIFICATION

The EWGA-GTA shall indemnify and hold harmless to the full extent permitted by law and shall have the authority to purchase and maintain general liability insurance and directors and officers liability insurance on behalf of any person who serves or has served as a director, officer, employee or authorized agent of the EWGA-GTA, or who serves or has served at the request of the EWGA-GTA as a director, officer, employee, or authorized agent of another corporation, partnership, joint venture trust or other entity.

ARTICLE XIV: DISSOLUTION

The EWGA-GTA may dissolve and conclude its affairs in a manner consistent with the Act.