



# 2021 Rideau Skating Club Annual General Meeting

## RIDEAU SKATING CLUB BY-LAWS

### Changes as approved by BOD April 19, 2021

CURRENT	APPROVED CHANGE	RATIONALE
<b>ARTICLE 1: NAME OF CLUB</b>  The Name of the Club shall be Rideau Skating Club, hereinafter called the Club	Rideau Skating Club Ontario Corporation Number: S04913 Date of Incorporation: February 18, 1985 Approved: April 19, 2021	This is the document identification which includes corporation information and date of approval
<b>I General</b>		
<b>ARTICLE 4: BY-LAWS OF THE CLUB</b> A. The By-laws, appended to this constitution, shall describe the organization and functions of the Club, and the means by which members of the club may elect the Club Board of directors and control the property and activities of the Club.	<b>1.1 Purpose</b> – These By-Laws relate to the general conduct of the affairs of Rideau Skating Club.	Addition of the document purpose
	<b>1.2 Definitions</b> – The following terms have these meanings in these By- laws:	Addition of definition section
	<b>1.2 a) Act</b> – the Ontario Corporations Act or any successor legislation.	Addition of definition
	<b>1.2 b) Auditor</b> – an individual appointed by the Board at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.	Addition of definition
	<b>1.2 c) Board</b> – the Board of Directors of the Club.	Addition of definition
	<b>1.2 d) Club</b> – Rideau Skating Club.	Addition of definition
	<b>1.2 e) Date of Notice</b> – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.	Addition of definition
	<b>1.2 f) Days</b> – days including weekends and holidays.	Addition of definition
	<b>1.2 g) Director</b> – an individual elected or appointed to serve on the Board pursuant to these By-Laws.	Addition of definition



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	1.2 h) <i>Error in Notice</i> – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.	Addition of definition
	1.2 i) <i>Members</i> – members of the Club in accordance with this By-Law and who have not ceased to be members and includes Voting Members and Non-Voting Members.	Addition of definition
	1.2 j) <i>Officer</i> – an individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.	Addition of definition
	1.2 k) <i>Ordinary Resolution</i> – a resolution passed by a majority of the votes cast on that resolution.	Addition of definition
	1.2 l) <i>Skate Canada</i> – means Skate Canada, a corporation governed by the laws of Canada. It is the sport governing body for figure skating in Canada.	Addition of definition
	1.2 m) <i>Skate Ontario</i> – means Skate Ontario, a corporation governed by the laws of Ontario. It is the sport governing body for figure skating in Ontario.	Addition of definition
	1.2 n) <i>Special Resolution</i> – a resolution passed by not less than two-thirds of the votes cast on that resolution.	Addition of definition
	1.2 o) <i>Written Notice</i> – In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.	Addition of definition
	1.3 <b>Registered Office</b> – The registered office of the Club will be located within the town of Manotick.	Addition of Registered Office
	1.4 <b>No Gain for Members</b> – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objectives.	Addition of definition section



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	<b>1.5 Ruling on By-Laws</b> – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Club.	Addition of definition
	<b>1.6 Conduct of Meetings</b> – Meetings of Members and meetings of the Board will be conducted in accordance with recognized standards as determined by the Board.	Addition of definition
	<b>1.7 Interpretation</b> – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.	Addition of definition
<p><b>ARTICLE 2: SKATE CANADA</b></p> <p>A. The Club is a not-for-profit skating club that is a member of Skate Canada and is managed by a volunteer board of directors for the general purpose of providing Skate Canada figure skating or skating programs for Skate Canada members.</p> <p>B. The Club shall pay such fees and such other charges as shall be required of clubs from time to time by Skate Canada.</p> <p>C. The Club shall abide by all Skate Canada By-laws, rules and regulations.</p> <p>D. The Club is located in the Skate Ontario Section of Skate Canada. See Skate Canada By-law Article 8 for definition of Sections.</p> <p><b>ARTICLE 4: BY-LAWS OF THE CLUB</b></p> <p>B. The By-laws, rules and Regulations of Skate Canada and those of the Section in which the Club operates shall take precedence over any club By-laws.</p> <p>C. Any Club By-law contrary to the By-laws, Rules and Regulations of Skate Canada and those of the Section shall be invalid. It is acknowledged that any provincial statute governing a club has precedence over any</p>	<b>1.8 Affiliations</b> – The Club is a member of Skate Canada and a member of the Skate Ontario. As such, it is bound by and will operate in compliance with the applicable By-Laws, rules, regulations, policies and procedures of Skate Canada and Skate Ontario.	<p>Addition of definition</p> <p>Summarizing the Skate Canada and Skate Ontario affiliations.</p>



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inconsistent Skate Canada by-law relating to that club.		
<p><b>ARTICLE 3: PURPOSE OF THE CLUB</b></p> <p><b>A. Vision</b>  a. committed to the development of the fundamentals of skating and figure skating.</p> <p><b>B. Mission</b>  A. The RSC supports all skaters of all ages and abilities in realizing their skating goals, by providing quality coaching, facilities, programming and leadership.</p> <p><b>C. Values</b>  a. RSC values need to be embraced by all members to help define the culture of the club and how we behave. The following elements are what RSC values as an organization:</p> <ul style="list-style-type: none"> <li>i. Fitness for Life – RSC promotes the desire to be physically active for life and skating may instill a lifelong relationship with physical activity.</li> <li>ii. Diversity &amp; Inclusiveness – RSC promotes and supports diversity and inclusion within its membership (see Skate Ontario Inclusion Policy).</li> <li>iii. Collaboration – RSC encourages participation and collaboration among its members and the community-at-large.</li> <li>iv. Passion – Participation in the sport fosters discipline, commitment, motivation and cooperation of all participants, which can be applied in their day-to-day lives beyond the sport.</li> <li>v. Excellence – RSC consistently strives to achieve excellence at all levels of the organization.</li> </ul> <p>D. The club, with regard to any aspect of its operation is to be managed by eligible persons who are registrants of Skate Canada.</p> <p>E. The club shall deliver only Skate Canada skating programs.</p> <p>F. Only Skate Canada Coaches or *Non-Resident coaches (as permitted by Skate Canada) are permitted to teach in the club.</p>		<p>This section is redundant and is not required in the club by-laws.</p>



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II MEMBERSHIP		
Membership Dues, Duration and Classes		
<b>By-law 5: Setting of Club Fees, Rules and Skating Hours</b> <ul style="list-style-type: none"> <li>Club membership shall commence on the first day of the Skate Canada membership year, 1 September, or the date the fees are paid (whichever is the latter) and terminate on the last day of the Skate Canada membership year, 31 August.</li> </ul>	<b>2.1 Year</b> – The membership year of the Club will be May 1st to April 30th unless otherwise determined by the Board.	Define membership details  No change to membership year
<b>By-law 5: Setting of Club Fees, Rules and Skating Hours</b> <ul style="list-style-type: none"> <li>Fees, skating rules and skating hours of the Club shall be set as the Board of Directors, shall be posted on the club website, and shall be followed by all members.</li> </ul> <b>By-law 3: Membership Fees</b> <ul style="list-style-type: none"> <li>Members of the club shall be registered with Skate Canada and pay such registration and other fees to Skate Canada as set by Skate Canada.</li> </ul>	<b>2.2 Dues</b> – Membership and registration fees will be set by the Board of Directors on an annual basis.	Define membership details  No change to setting of fees
	<b>2.3 Duration</b> – Membership duration is accorded on an annual basis as defined in 2.1.	Define membership details
	<b>2.4 Classes of Membership</b> – There will be one (1) class of voting membership, the members of which are called “Voting Members” and one (1) class of non-voting membership, the members of which are called “Non-Voting Members”.	Define membership details
<b>By-law 6: Classes of Club Membership</b> <ul style="list-style-type: none"> <li>The classes of membership, eligibility and privileges shall be as follows:</li> <li><b>Individual membership:</b> Non-skating members who have paid the fees as set by the club and are Associate Members of Skate Canada. Individual members of legal age of 18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.</li> <li><b>Active Membership:</b> All eligible skaters who participate in a Club Skating Program and who have paid the fees as set by the club and are Associate Members of Skate Canada. All Active Members of the legal age of</li> </ul>	<b>2.5 Voting Membership</b> – An individual is automatically deemed to be a Voting Member in any of the following situations: <ul style="list-style-type: none"> <li>a) a Director, for so long as he or she remains a Director</li> <li>b) a Skater who is 18 years of age or older, for the duration of the current Skating Year</li> <li>c) a Parent or Legal Guardian whose child (children) is (are) under the age of 18 and is(are) registered as a Skater(s) with the Club, for the duration of the current Skating Year. There is one vote for every member.</li> </ul>	Define membership details  Remove specific membership definitions



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<p>18 shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club. (Underage Active Members have no vote but may be represented by Special Members.</p> <ul style="list-style-type: none"> <li>• <b>Special Membership:</b> Parent or guardian of legally underage Active Members who have paid the fees as set by the Club and are Associate Members of Skate Canada and may vote on behalf of an Active member.</li> <li>• <b>Honorary Membership:</b> The Annual Meeting of members may elect any person an Honorary Member of the club. An Honorary Member shall be exempt from club dues (but not Skate Canada dues) and shall not have interests in the assets of the Club and shall not vote at meetings of the club unless otherwise qualified. They may have a voice at the meetings of the club.</li> <li>• <b>Restricted Membership:</b> A restricted member is an individual who is a paid employee (of the club, Section or Association), a non-active coach, a performing professional skater or a professional dance partner. A restricted member is not permitted to hold elected office, may not vote at meetings, is not permitted to compete in competitions, and is not permitted to officiate at assessments or competitions.</li> </ul>		
	<p><b>2.6 Non-Voting Membership</b> – A Skater who is under the age of 18 is automatically deemed to be a Non-Voting Member for the duration of the current Skating Year.</p>	<p>Define membership details</p>
<p><b>Admission and Renewal of Members</b></p>		
<p><b>By-law 1: Club Membership</b></p> <ul style="list-style-type: none"> <li>• Membership in the club shall be open to all, irrespective of gender, age or race.</li> </ul> <p><b>By-law 2: Rules and Regulations</b></p> <ul style="list-style-type: none"> <li>• All members shall uphold, observe and conform to the By-laws, rules and Regulations of Skate Canada, Skate Ontario and the Club.</li> </ul>	<p><b>2.7 Admission of Members</b> – Any candidate will be admitted as a Member or renewed as a Member if:</p> <ul style="list-style-type: none"> <li>a) The individual makes an application for membership in a manner as prescribed by the Board;</li> <li>b) The individual has paid fees and is a member in good standing of</li> </ul>	<p>Define membership details</p> <p>Clarify admission of members</p>



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	<p>the Club, Skate Canada and Skate Ontario;</p> <p>c) The individual agrees to uphold and comply with the club's governing documents;</p> <p>d) The individual meets any other condition of membership as determined by the Board;</p> <p>e) The individual has met the applicable definition listed in Section 2.4; and</p> <p>f) Membership in the Club is non-transferable.</p>	
	<p><b>2.8 Termination</b> – Membership in the Club will terminate immediately upon:</p> <p>a) The expiration of the Member's annual membership unless renewed in accordance with these By-Laws;</p> <p>b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.7 of these By-Laws;</p> <p>c) Resignation by the Member by giving written notice to the Club;</p> <p>d) Dissolution of the Club</p>	Define membership details
<p><b>By-law 4: Member in Good Standing</b></p> <p>For a member of the Club to be considered in good standing with the Club</p> <ul style="list-style-type: none"> <li>That member must pay Skate Canada and registration fees as are stipulated by the RSC Board of Directors in advance of the membership year in question.</li> <li>Must pay for any new purchases or registrations made through the club throughout the season</li> </ul>	<p><b>2.9 Good Standing</b> – A Member will be in good standing provided that the Member:</p> <p>a) Has not ceased to be a Member of the Club;</p> <p>b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;</p> <p>c) Has complied with the By-laws, policies, and rules of the Club;</p> <p>d) Is not subject to a disciplinary investigation or action by the Club, Skate Ontario or Skate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and</p> <p>e) Has paid all required membership fees to the Club.</p>	<p>Define membership details</p> <p>Clarify good standing of members</p>
<p><b>By-law 4: Member in Good Standing</b></p> <ul style="list-style-type: none"> <li>Members may not be permitted to take part in any RSC activities of any of these fees are not paid within 30 days of the date set for payment.</li> </ul>	<p><b>2.10 Cease to be in Good Standing</b> – Members that cease to be in good standing, as determined by the Board will not be entitled to vote at meetings of the Members</p>	<p>Define membership details</p> <p>Clarify the cease to be in good standing of members</p>



<ul style="list-style-type: none"> <li>Members in arrears may have their membership terminated by RSC.</li> </ul>	<p>or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.</p>	
<p><b>By-law 21: Eligibility to Vote</b>  Voting for the club elections or on any matters pertaining to skating shall be restricted to:</p> <ul style="list-style-type: none"> <li>Eligible club members who are registrants of Skate Canada</li> <li>Are 18 years of age</li> <li>Staff Coaches</li> <li>Special Members of the club voting on behalf of their underage children (who are members of the club and registrants of Skate Canada)</li> <li>Special Members shall be restricted to one vote per child registered through the club.</li> </ul> <p><b>By-law 17: Rules of Order</b></p> <ul style="list-style-type: none"> <li>Rules of order for all meetings, General and Board of Directors, shall be as outlined in Roberts Rules of Order in all cases in which they are applicable and consistent with the by-laws or special rules of Skate Canada.</li> </ul>	<p><b>2.11 Rights of Membership</b> – A Member in good standing has the following rights and privileges of membership:</p> <ul style="list-style-type: none"> <li>a) to receive notice of, and to attend, all General Meetings;</li> <li>b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with Call to Order or such rules of order as may be adopted by the Board;</li> <li>c) to exercise a vote on matters for determination at General Meetings;</li> <li>d) may serve on committees of the Club, as invited;</li> <li>e) may nominate individuals for election to the Board, in accordance with this By-Law;</li> <li>f) may be nominated, if eligible, to stand for election as a Director of the Club, in accordance with this By-Law;</li> <li>g) may participate in the programs and initiatives of the Club, in accordance with such criteria as may be determined by the Board from time to time;</li> <li>h) to receive access to minutes of members' meetings.</li> </ul>	<p>For by-law 17 and point b):  Replace Roberts Rules of Order with Call to Order.  Call to Order is specific to not-for-profit organizations.</p>
<b>III MEETINGS OF MEMBERS</b>		
<p><b>ANNUAL GENERAL MEETING</b>  <b>By-law 18: Timing, Quorum, Special Meeting Request</b></p> <ul style="list-style-type: none"> <li>An Annual General Meeting shall be held within 75 days if the close of the April 30<sup>th</sup> fiscal year.</li> </ul>	<p><b>3.1 Annual Meeting</b> – The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within three (3) months of the Club's fiscal year end.</p>	<p>Define meetings of members</p> <p>Clarify timeframe of Annual General Meeting</p>
<p><b>ANNUAL GENERAL MEETING</b>  <b>By-law 18: Timing, Quorum, Special Meeting Request</b></p> <ul style="list-style-type: none"> <li>Other general meetings may be held from time to time upon the request of the Board of Directors or upon written request of 15 percent of the Club Members.</li> </ul>	<p><b>3.2 Special Meeting</b> – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Club that does not fall</p>	<p>Define meetings of members</p> <p>Change the percentage of membership needed to request a special meeting from 15% to 10%</p>



	within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.	
	<b>3.3 Participation/Holding by Electronic Means</b> – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.	Define meetings of members
<b>By-law 19: Written Notice</b> <ul style="list-style-type: none"> <li>• Notice of all Annual General Meeting and Special Meetings shall be provided on the website 15 days in advance to each eligible voting member.</li> <li>• The Club will also attempt to inform members by email in advance of the event.</li> <li>• The notice shall include the time and place of the meeting, the agenda, full details of any proposed amendments to these By-laws and a list of the candidates nominated for election.</li> </ul>	<b>3.4 Notice</b> – Written or electronic Notice of Meeting including the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors, at least forty-five (45) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.	Summary of Notice of Meeting.  Remove the agenda specifics from the by-laws.  Change the timeframe for notification of meeting to membership from 15 days to 45 days
<b>By-Law 22: Order of Business</b> <ul style="list-style-type: none"> <li>• The recommended order of business at an Annual General Meeting of the Club shall be as follows:               <ul style="list-style-type: none"> <li>○ Count for Quorum</li> <li>○ President's Opening Remarks                   <ul style="list-style-type: none"> <li>■ Call to order</li> <li>■ Approval of Agenda</li> <li>■ Introduction of Board of Directors</li> <li>■ Introduction of Coaching Staff</li> </ul> </li> <li>○ Approval of Minutes</li> </ul> </li> </ul>		Define meetings of members



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<ul style="list-style-type: none"> <li>○ Bylaw Amendments <ul style="list-style-type: none"> <li>■ Consideration of proposed amendments to club bylaws</li> </ul> </li> <li>○ Reports <ul style="list-style-type: none"> <li>■ Registrar's Report</li> <li>■ Treasurer's Report (Annual Financial Statement)</li> <li>■ Other Reports</li> </ul> </li> <li>○ Actions of the Board of Directors</li> <li>○ Election of the Board of Directors</li> <li>○ New Business</li> <li>○ Introductions/Acknowledgments</li> <li>○ Closing Remarks</li> </ul>		
	<p><b>3.5 Waiver of Notice</b> – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.</p>	<p>Define meetings of members</p>
	<p><b>3.6 Error or Omission in Giving Notice</b> – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.</p>	<p>Define meetings of members</p>
<p><b>By-law 23: Right to Submit, Process for Submitting</b></p> <ul style="list-style-type: none"> <li>• Any member of the Club, in good standing, may propose an amendment to the Constitution or by- laws of the club.</li> <li>• This proposal must be submitted in writing to the Club Board of Directors.</li> <li>• The proposed amendment will be presented to the Annual General Meeting or Special Meetings.</li> <li>• All amendments must be submitted at least 21 days before the respective meeting.</li> </ul>	<p><b>3.7 New Business</b> – Matters of business should be limited to matters properly brought before a Members' meeting. No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then</p>	<p>Define meetings of members</p> <p>Change the timeframe for new business from membership from 21 days to 60 days</p>



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<ul style="list-style-type: none"> <li>No amendment to the Constitution or By-laws of the Club shall be accepted from the floor at any meeting.</li> </ul>	<p>proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.</p>	
<p><b>ANNUAL GENERAL MEETING</b> <b>By-law 18: Timing, Quorum, Special Meeting Request</b></p> <ul style="list-style-type: none"> <li>Quorum for the Annual General Meeting will be considered to be 10% of the Club members.</li> </ul>	<p><b>3.8 Quorum</b> – Delegates as defined in 3.14 representing ten (10) percent of the Members present or by proxy will constitute a quorum.</p>	<p>Define meetings of members</p> <p>No change to quorum</p>
	<p><b>3.9 Closed Meetings</b> – Meetings of Members will be closed to the public except by invitation of the Board or Members attending the meeting, and in accordance with 3.12.</p>	<p>Define meetings of members</p>
	<p><b>3.10 Scrutineers</b> – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. In cases where a members meeting is conducted electronically, the platform used should include a “scrutineer” mechanism.</p>	<p>Define meetings of members</p>
	<p><b>3.11 Adjournments</b> – With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.</p>	<p>Define meetings of members</p>
	<p><b>3.12 Attendance</b> – The only persons entitled to attend a meeting of the Members are those Delegates representing Members and the Directors of the Club, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority</p>	<p>Define meetings of members</p>



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	consent of the Members present at the meeting or in accordance with 3.9.	
<b>Voting at Meetings of Members</b>		
	<b>3.13 Voting Rights</b> – Members have the following voting rights at all meetings of the Members: a) A member, in accordance with 2.5, will be assigned one (1) vote per family or eligible member.	Define meetings of members
	<b>3.14 Delegates</b> – Members will appoint in writing (inclusive of electronic notice) to the Club the name of the Delegate to represent the Member. Delegates must: be at least eighteen years of age; not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and be acting as the Member's representative.	Define meetings of members
	<b>3.15 Proxy Voting</b> – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. Each proxy holder shall be a delegate and may carry a maximum number of proxies that is equal to five percent of the eligible votes at the respective meeting. A proxy must: a) Be signed by the Member; b) Comply with the format stipulated by the Club; and be submitted to the Club in accordance with the notice of the Member's meeting.	Define meetings of members
<b>By-law 20: Voting on Club Elections</b> <ul style="list-style-type: none"> <li>Voting on club elections shall be by secret ballot and a simple majority shall elect a candidate.</li> <li>Voting on other matters may be by a show of hands.</li> </ul>	<b>3.16 Determination of Votes</b> – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot; unless a secret or recorded ballot is requested by a Member.	Define meetings of members  Clarify how voting is done
	<b>3.17 Majority of Votes</b> – Except as otherwise provided in these By-laws, a simple majority of votes will decide each issue. In the case of a tie, the motion will be deemed defeated.	Define meetings of members



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IV GOVERNANCE		
<b>By-law 9: General Management of the Club</b> <ul style="list-style-type: none"> <li>The general management of the club shall be vested in a Board of directors consisting of a minimum of: <ul style="list-style-type: none"> <li>Immediate Past President <ul style="list-style-type: none"> <li>The Past President shall be ex-officio and shall hold office until a new President has been duly elected.</li> </ul> </li> <li>President,</li> <li>Vice-president</li> <li>Secretary</li> <li>Treasurer</li> <li>Two Directors at large</li> <li>Director of Coaching</li> </ul> </li> </ul>	<b>4.1 Composition of the Board –</b> <ul style="list-style-type: none"> <li>a) The Board shall consist of seven (7) elected Directors.</li> <li>b) At least one member of the Board shall be a certified professional coach or registered skating coach with the full rights to speak and vote at meetings of the Board.</li> </ul>	Define governance  Simplify the definition of Board members
<b>CLUB MANAGEMENT</b> <b>By Law 8: Members of Board of Directors, Committees and Club Delegate to Skate Canada</b> <ul style="list-style-type: none"> <li>The members of the Board of Directors, Chairs of committees, and the Club Delegate to Skate Canada must: <ul style="list-style-type: none"> <li>Be members in good standing of the Club</li> <li>Be registrants of Skate Canada</li> <li>Be of legal age</li> </ul> </li> </ul>	<b>4.2 Eligibility of Directors –</b> To be eligible for election as a Director, an individual must: <ul style="list-style-type: none"> <li>a) Be eighteen (18) years of age or older;</li> <li>b) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act, 1990 to be incapable of managing property;</li> <li>c) Not have the status of bankrupt;</li> <li>d) Not be a paid employee of the Club, with the exception of one certified professional coach or registered skating coach who will fulfill the requirement as per 4.1 (b) of these By-Laws;</li> <li>e) Be a Member of the Club, or become a Member within 10 days of being elected; and</li> <li>f) Shall be willing to abide by the policies and By-Laws governing the Club, Skate Canada, and Skate Ontario.</li> </ul>	Define governance  Clarify the eligibility of directors
<b>Election of Directors</b>		
	<b>4.3 Nominations –</b> Any nomination of an individual for election as a Director will: <ul style="list-style-type: none"> <li>a) Include the written consent of the nominee by signed or electronic signature; and</li> <li>b) Be submitted to the Board no later than thirty-five (35) days prior</li> </ul>	Define governance



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	to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board. c) There will be no nominations from the floor of the meeting.	
	<b>4.4 Circulation of Nominations</b> – Valid nominations will be circulated to Members at minimum of 21 days before the meeting.	Define governance
<b>By-law 10: Holding of Board of Directors Office</b> <ul style="list-style-type: none"> <li>The Board of Directors shall hold office until the close of the meeting at which their successors have been duly elected.</li> </ul>	<b>4.5 Elections</b> – Directors will be elected by majority vote of all Voting Members in good standing at the Annual General Meeting. Candidates receiving the most votes will be deemed to be elected for a term of one (1) year as per 4.8 of this By-Law. Elected Directors will take office commencing at the close of the Annual General Meeting.	Define governance  Clarify term of office
	<b>4.6 Election by Acclamation</b> – Where there is a single person nominated for each vacant position in an election, or where the number of candidates is less than the number of vacant positions, the candidates are deemed to be elected by acclamation.	Define governance
	<b>4.7 Terms of Office:</b> a) Directors shall serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-Laws unless they resign or are removed from or vacate their office. b) The Board will elect, from amongst themselves, the officers of the Board. i) President ii) Treasurer iii) Secretary	Define governance
<b>Resignation and Removal of Directors</b>		
	<b>4.8 Resignation</b> – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President. When a Director who is subject to a disciplinary investigation or action	Define governance



	of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.	
<b>By-law 13: Board of Directors Member Absenteeism</b> <ul style="list-style-type: none"> <li>If a Board of Directors Member is absent for more than 3 consecutive scheduled Board of Directors meetings, without good cause and/or without prior notification to the President or Secretary, then that office may be declared vacant by a majority vote of the Board of Directors.</li> </ul>	<b>4.9 Vacate Office</b> – The office of any Director will be vacated automatically if: <ul style="list-style-type: none"> <li>a) The Director resigns;</li> <li>b) The Director is absent from three (3) consecutive meetings of the Board without good cause and/or prior notification to the President or Secretary;</li> <li>c) Has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;</li> <li>d) The Director becomes bankrupt;</li> <li>e) The Director dies.</li> </ul>	Define governance  Clarify the vacating of office
<b>By-law 10: Holding of Board of Directors Office</b> <ul style="list-style-type: none"> <li>Any member of the Board of directors may be removed by the members by a 2/3 majority at a Special General meeting duly called for that purpose.</li> </ul>	<b>4.10 Removal</b> – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at such a meeting. At such a meeting, the Members may, by a majority of votes cast at the meeting, elect a qualified individual in the removed Director's stead for a period ending at the next Annual Meeting.	Define governance  Clarify removal of a director
<b>Filling a Vacancy on the Board</b>		
<b>By-law 12: Board of Directors Vacancies</b> <ul style="list-style-type: none"> <li>Casual vacancy occurring between any Annual General Meeting of the Club, may be filled, until the next annual General Meeting by a majority vote of the remaining members of the Board of Directors.</li> </ul>	<b>4.11 Vacancy</b> – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring no later than the close of the next Annual Meeting.	Define governance  Clarify a vacancy
<b>Meetings of the Board</b>		
	<b>4.12 Call of Meeting</b> – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least 50% of the Directors.	Define governance



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	4.13 <b>Chair</b> - The President will be the Chair of all Board meetings unless otherwise designated by the President.	
	4.14 <b>Notice</b> – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Club.	Define governance
	4.15 <b>Board Meeting with New Directors</b> – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).	Define governance
<b>By-law 11: Voting at Board of Director Meetings</b> <ul style="list-style-type: none"> <li>A quorum of the Board of Directors shall consist of 50% plus 1 members of the Board of Directors, including the Chair.</li> <li>A majority of the Board of Directors shall form a quorum.</li> </ul>	4.16 <b>Quorum</b> – At any meeting of the Board, quorum will be a majority of the Board of Directors.	Define governance  Clarify Board quorum
<b>By-law 11: Voting at Board of Director Meetings</b> <ul style="list-style-type: none"> <li>The meeting chair may vote only when the vote would change the result. Therefore the chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat the motion.</li> <li>Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.</li> </ul>	4.17 <b>Voting</b> – Each Director, including the President, is entitled to one vote at a meeting of the Board. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes cast being in favour of the resolution Abstaining voters are not counted in determining a majority. In the event of a tie, the motion will be deemed defeated.	Define governance  Change voting privileges of the President from breaking a tie only to having one vote



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	4.18 <b>No Alternate Directors</b> – No person shall act for an absent Director at a meeting of directors.	Define governance
	4.19 <b>Closed Meetings</b> – Meetings of the Board will be closed to Members and the public except by invitation of the Board.	Define governance
	4.20 <b>Meetings by Telecommunications</b> – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.	Define governance
<b>Duties of Directors</b>		
	4.21 <b>Standard of Care</b> – Every Director will: a) Act honestly and in good faith with a view to the best interests of the Club; and b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.	Define governance
<b>Powers of the Board</b>		
	4.22 <b>Powers of the Club</b> – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.	Define governance
	4.23 <b>Empowered</b> – The Board is empowered, including but not limited to: a) Make policies and procedures or manage the affairs of the Club in accordance with the Act and these By-Laws; b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures; c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;	Define governance



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	<p>d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;</p> <p>e) Follow registration procedures, and other registration requirements as determined by Skate Canada;</p> <p>f) Enable the Club to receive donations and benefits for the purpose of furthering the objects and purposes of the Club;</p> <p>g) Make expenditures for the purpose of furthering the objects and purposes of the Club;</p> <p>h) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-Laws; and</p> <p>i) Perform any other duties from time to time as may be in the best interests of the Club.</p>	
<b>V OFFICERS</b>		
	<p><b>5.1 Composition</b> – At the first meeting following the Annual General Meeting, the Board shall appoint from the Directors, a President, a Secretary, and a Treasurer each of whom shall be an Officer of the Club.</p>	Define officers
<p><b>By-law 14: Role of the President</b></p> <ul style="list-style-type: none"> <li>The President shall act as Chair of all Board of Directors and general meetings. <ul style="list-style-type: none"> <li>In his/her absence, the Vice-president will fill this duty.</li> </ul> </li> </ul> <p><b>By-Law 15: Role of Treasurer</b></p> <ul style="list-style-type: none"> <li>The Treasurer shall be responsible for <ul style="list-style-type: none"> <li>Safe control of all club funds;</li> <li>Preparing and submitting to the Board of Directors on a regular basis an annual budget and keeping such records as are required for financial review.</li> <li>For arranging for an unaudited financial review.</li> </ul> </li> </ul>	<p><b>5.2 Duties</b> – The duties of Officers are as follows:</p> <p>a) The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Club and at meetings of the Board unless otherwise designated. The President will be the official spokesperson of the Club and will perform such other duties as may from time to time be established by the Board.</p> <p>b) The secretary will be responsible for:</p> <ul style="list-style-type: none"> <li>i) keeping minutes of all meetings of the Club and the Board;</li> <li>ii) the custody of all records and documents of the Club, except those required to be kept by the Treasurer;</li> <li>iii) the conduct of the correspondence of the Club;</li> </ul>	<p>Define officers</p> <p>Clarify duties of President, Treasurer and Secretary</p>



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	<p>iv) the issuance of notices of meetings of the Club and the Board;</p> <p>If the secretary is absent from any meeting of the Club or the Board, the President will appoint another individual to act as secretary at that meeting</p> <p>c) The Treasurer will, subject to the powers and duties of the Board, ensure that proper accounting records as required by the Act are kept and will perform such other duties as may from time to time be established by the Board.</p>	
	<p><b>5.3 Delegation of Duties</b> – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.</p>	Define officers
<p><b>By-law 10: Holding of Board of Directors Office</b></p> <ul style="list-style-type: none"> <li>Any member of the Board of directors may be removed by the members by a 2/3 majority at a Special General meeting duly called for that purpose.</li> </ul>	<p><b>5.4 Removal</b> –</p> <p>a) The President may be removed by Ordinary Resolution at a meeting of the Members, provided the President has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the President is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.</p> <p>b) Officers, other than the President, may be removed from their respective offices as Officers by ordinary resolution of the Board.</p>	<p>Define officers</p> <p>Change number of votes needed to remove the President from 2/3 majority of membership to Ordinary Resolution</p>
	<p><b>5.5 Vacancy</b> – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy until the next Annual General Meeting.</p>	Define officers
<b>VI BOARD COMMITTEES</b>		
<p><b>By-law 16: Committees</b></p> <ul style="list-style-type: none"> <li>Appointment <ul style="list-style-type: none"> <li>The President shall appoint standing committees Chairs</li> </ul> </li> </ul>	<p><b>6.1 Appointment of Committees</b> – The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the</p>	<p>Define committees</p> <p>Clarify committee appointments</p>

<p>who shall look after duties assigned to them.</p> <ul style="list-style-type: none"> <li>Eligibility to Serve <ul style="list-style-type: none"> <li>All Club Board of Directors and members of Committees shall be eligible persons and shall be of legal age (18 years).</li> <li>They must be members in good standing of the club.</li> </ul> </li> </ul>	<p>election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions</p>	
	<p><b>6.2 Vacancy</b> – When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.</p>	Define committees
<p><b>By-law 16: Committees</b></p> <ul style="list-style-type: none"> <li>President as ex-officio member <ul style="list-style-type: none"> <li>The President shall be an ex-officio member of all committees.</li> </ul> </li> </ul>	<p><b>6.3 President Ex-Officio</b> – The President will be an ex-officio non-voting member of all Committees of the Club.</p>	<p>Define committees</p> <p>No change to ex-officio</p>
	<p><b>6.4 Removal</b> – The Board may remove any member of any committee.</p>	Define committees
	<p><b>6.5 Debts</b> – No Committee will have the authority to incur debts in the name of the Club.</p>	Define committees
<p><b>By-law 29: Finance Committee/Chair</b></p> <ul style="list-style-type: none"> <li>This committee shall be responsible for preparing the Club's annual budget and supervising the finances of the club including the presentation of an independently reviewed annual statement of revenues and expenditures to its members.</li> </ul>		<p>Define committees</p> <p>Remove committee specifics from the by-laws.</p>
<p><b>By-law 30: Nominating Committee</b></p> <ul style="list-style-type: none"> <li>This committee is responsible for selecting at least a full slate of candidates for election to the Club Board of Directors and shall present such a slate to the Board of Directors no later than 21 days before an Annual Meeting in the year in which an election is to be held.</li> <li>The nominating committee shall consist of a minimum of two members.</li> <li>Other nominations may be made by any member in good standing by a written submission to the nominating committee at least 3 days before the Annual Meeting.</li> <li>Nominations from the floor at the Annual Meeting will not be accepted.</li> </ul>		<p>Define committees</p> <p>Remove committee specifics from the by-laws.</p>
<p><b>By-law 31: Registration Committee/Chair</b></p>		



<ul style="list-style-type: none"> <li>This committee is responsible for promoting and developing membership in the club and for ensuring submission of club and member registrations to Skate Canada.</li> </ul>		<p>Define committees</p> <p>Remove committee specifics from the by-laws.</p>
<p><b>By-law 32: Ice Allocation Committee</b></p> <ul style="list-style-type: none"> <li>This committee is responsible for determining ice-time needs for the club and defining the ice schedules for the club programs.</li> </ul>		<p>Define committees</p> <p>Remove committee specifics from the by-laws.</p>
<b>VII FINANCE AND MANAGEMENT</b>		
	<p><b>7.1 Fiscal Year</b> – Unless otherwise determined by the Board, the fiscal year of the Club will be May 1st to April 30th.</p>	<p>Define finance and management</p>
<p><b>By-law 27: Club Transactions</b></p> <ul style="list-style-type: none"> <li>The Treasurer shall deposit all funds of RSC in such banks or other institutions as designated by the Board of Directors.</li> </ul>	<p><b>7.2 Bank</b> – The banking business of the Club will be conducted at such financial institution as the Board may determine.</p>	<p>Define finance and management</p> <p>Clarify club transactions</p>
<p><b>By-law 27: Club Transactions</b></p> <ul style="list-style-type: none"> <li>A person designated by the Board of Directors shall make a review of the financial transactions of the Club each year and the financial statements shall be made available to the membership of the Club.</li> </ul>	<p><b>7.3 Auditors</b> – The Board will appoint an auditor to audit or conduct a review engagement of the books, accounts, and records of the Club in accordance with the Act. The auditor will be appointed annually. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club.</p>	<p>Define finance and management</p> <p>Clarify auditor for audit or review of club records</p>
	<p><b>7.4 Annual Financial Statements</b> – The Directors will approve financial statements (evidenced by signature of the President and one or more Directors) of the Club of the last fiscal year of the Club and present the approved financial statements before the Members at every Annual Meeting.</p>	<p>Define finance and management</p>
	<p><b>7.5 The Financial Statements</b> – The Financial Statements will include:  a) The financial statements;  b) Any further information respecting the financial position of the Club.</p>	<p>Define finance and management</p>
	<p><b>7.6 Books and Records</b> – The necessary books and records of the Club required by applicable law will be necessarily and properly kept.</p>	<p>Define finance and management</p>



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	<b>7.7 Property</b> – The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.	Define finance and management
	<b>7.8 Borrowing</b> – The Board may from time to time: a) Borrow money on the credit of the Club; b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Club; c) Give a guarantee on behalf of the Club to secure performance of an obligation of any person; and d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Club, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Club.	Define finance and management
<b>Remuneration</b>		
	<b>7.9 No Remuneration</b> – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board.	Define finance and management
<b>Conflict of Interest</b>		
	<b>7.10 Conflict of Interest</b> – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or	Define finance and management



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	transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest and any Board approved Conflict of Interest Policy.	
<b>Dissolution</b>		
<b>By-Law 28: Dissolution</b> <ul style="list-style-type: none"> <li>In the event that the club ceases to exist, the net assets from liquidation shall go to an organization determined by a vote of the Board members in position at the time of dissolution of the Club.</li> </ul>	<b>7.11 Dissolution</b> - In the event that the club ceases to exist, the net assets from liquidation shall go to an organization determined by a vote of the Board in position at the time of the dissolution of the Club.	Define finance and management  Added to the "new" document from the current by-laws.
<b>VIII AMENDMENT OF BY-LAWS</b>		
<b>By-law 24: Interim Amendments</b> <ul style="list-style-type: none"> <li>By-laws may be enacted or amended by a majority vote (50% plus 1) of the Board of Directors whenever required.</li> <li>Such by-laws or amendments must be presented at the next General Meeting for ratification by the members.</li> <li>If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.</li> </ul>	<b>8.1 Voting</b> – By a simple majority of the voting Members present at a meeting duly called to amend, revise, or repeal these By-Laws. a) By Ordinary Resolution of the Board. Any By-Law amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm, reject, or amend the By-Laws by Ordinary Resolution. b) Proposed amendments will not be accepted from the floor of the meeting.	Define amendments  Change number of votes needed for amendment voting from 2/3 majority of membership to Ordinary Resolution
<b>By-law 25: Voting of Amendments</b> <ul style="list-style-type: none"> <li>Any amendment, to be accepted or ratified, must pass by a vote of 2/3 of those eligible to vote and present at an Annual General Meeting of the Club</li> </ul>		
	<b>8.2 Effective Date</b> – By-Laws amendments are effective immediately at the close of the meeting unless otherwise indicated in the amendment motion itself.	Define amendments
<b>IX INDEMNIFICATION</b>		
	<b>9.1 Will Indemnify</b> – The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any	Define indemnification



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	individual who acts at the Club's request in a similar capacity.	
	<p><b>9.2 Will Not Indemnify</b> – The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act.</p> <p>For further clarity, the Club will not indemnify an individual unless:</p> <p>a) The individual acted honestly and in good faith with a view to the best interests of the Club; and</p> <p>b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.</p>	Define indemnification
<p><b>By-Law 7: Liability</b></p> <ul style="list-style-type: none"> <li>The Club shall participate in the Skate Canada Club Liability, Directors' &amp; Officers' Liability Insurance and Member Accident Insurance programs</li> </ul>	<p><b>9.3 Insurance</b> – The Club will, at all times, maintain in force reasonable insurance including Directors and Officers liability insurance.</p>	<p>Define indemnification</p> <p>Clarify insurance</p>
<p><b>By-Law 7: Liability</b></p> <ul style="list-style-type: none"> <li>The Club shall not be responsible for any damages, injury, or loss of property to any member, guest or visitor to the Club regardless of the reason or nature of such damage, loss or injury.</li> <li>Every member, guest or visitor shall use the Club facilities at his or her own risk.</li> </ul>		<p>Define indemnification</p> <p>Remove from the by-law document.</p>
<b>X ADOPTION OF THESE BY-LAWS</b>		
	<p><b>10.1 Ratification</b> – These By-Laws were passed and enacted by Ordinary Resolution of the board on April 19, 2021.</p>	Define adoption of by-laws
	<p><b>10.2 Repeal of Prior By-Laws</b> – In ratifying these By-Laws, all prior By-Laws of the Club shall be repealed provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.</p>	Define adoption of by-laws