

Constitution of Longboat Roadrunners

The Objective of Longboat Roadrunners is to provide a club atmosphere conducive to the promotion of running and sportsmanship. The Club will attain its objective through the provision of coaching, group social and training runs, team racing, social events, and race organizing.



As approved at the Annual General Meeting
on Saturday December 14, 2019

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1 Definitions

- (1) For the purposes of this constitution:
 - (a) “Board” means the Board of Officers of the Club.
 - (b) “Club” means Longboat Roadrunners.
 - (c) “Committee” means an ad hoc or standing committee consisting of at least three Club members appointed by the President or the Board to investigate and propose to the general membership Club activities and directions.
 - (d) “Election Year” means that period of time commencing on the first day of January and terminating on the 31st day of December each and every year.
 - (e) “Financial Statement” means a statement of revenue and expenses, a balance sheet and a statement of source and use of funds for the fiscal year.
 - (f) “Fiscal Year” means that period of time commencing on the first day of January and terminating on the 31st day of December each and every year.
 - (g) “Member” means a person who, for the current membership year, has paid the membership fee for membership in the Club and who has been admitted to membership by a resolution of the Board of Officers in the best interest of the Club.
 - (h) “Membership Year” means that period of time commencing on the first day of January and terminating on the 31st day of December each and every year.
 - (i) “Officer” means a person elected by the general membership to act as an Officer and who shall have vested in him/her the authority to conduct the business of the Club.
 - (j) “Written” means handwritten, typewritten, or printed.

2 Club name

- (1) The Club name is Longboat Roadrunners. The Club is named to honour Tom Longboat, one of Canada’s greatest distance runners.

3 Club colours and logo

- (1) The Club colours are burgundy, white and black, and the Club logo is:



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4 Objectives

- (1) The objectives of the Club are:
 - (a) To honour the legacy of Tom Longboat.
 - (b) To conduct activities and provide facilities whereby all members may participate in the fellowship of running.
 - (c) To maintain a competent coaching team which will provide interested members with proper and up-to-date coaching and training techniques.
 - (d) To develop a competent coaching team from within Club ranks.
 - (e) To promote individual and team running at all levels of competition.
 - (f) To promote social activities among the members.
 - (g) To promote individual and Club participation in charitable and worthwhile events.
 - (h) To do all such things that are incidental or conducive to the attainment of the above objectives.

5 Membership

- (1) The number of members admitted to the Club in a membership year shall be recommended by the Board and approved by the general membership at the Annual General Meeting.
- (2) Persons 18 years of age or over may be admitted to membership in the Club, upon written application, by a resolution of the Board. Persons under 18 years of age may be admitted to membership in the Club with parental consent and by a resolution of the Board.
- (3) Persons may be admitted to membership in the Club as a member.
 - (a) Membership applications will be accepted for approval by the Board from December 1st of the prior year until the membership number is met.
 - (b) Current members shall be given until December 31st to apply for membership for the forthcoming membership year before applications which would exceed the membership limit are accepted from prospective new members.
- (4) A member of Longboat Roadrunners may not be a member of another roadrunning club within the Greater Toronto Area (GTA), with the exception of provincial or national organizations (e.g. Ontario/Canadian Masters), and may not compete for another roadrunning club or team within the GTA except when the member
 - (a) competes for an educational institution he/she is attending as a student,
 - (b) competes for a corporate team,
 - (c) competes on a regional, provincial, or national team.
- (5) Club members are required to
 - (a) be bound by the rules and regulations of the Club,
 - (b) assist with the organization of no fewer than one Club fund-raising event in each membership year, and that if they do not fulfill this function, they must make a suitable compensatory contribution to the club to be negotiated with the Membership Review Committee.
 - (c) wear approved Club colours and logo in all races in which they are entered as members of a Club team.

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- (6) Membership fees:
 - (a) Membership fee levels shall be determined by the Board and approved by the membership at the Annual General Meeting.
 - (b) Membership fees are due and payable on the first day of each and every membership year, and are not refundable.
- (7) The interest of a member in the Club is not transferable, and lapses and ceases to exist upon his/her death or when he/she ceases to be a member by resignation, by a decision of the Board pursuant to section 24(5), or otherwise in accordance with the constitution and by-laws of the Club. Any member may resign from membership upon notification in writing to the Board.
- (8) The Board may confer the distinction of “honourary member” on a person who has rendered distinguished service to the sport of running or to Longboat Roadrunners. Such distinction is strictly honorary, and honorary members shall not have the rights or obligations of full members.
- (9) The Board may confer the status of “retired member” on a person who has been an active member of the Club for a period of at least 10 years and has met his/her membership obligations during that period, who has reached normal retirement age and has retired from full-time employment.
 - (a) A member requesting a change to retired member status shall do so in writing to the Secretary.
 - (b) A retired member shall have the same rights and duties of a regular member, except he/she is not obligated to assist with Club fund-raising events.
 - (c) The annual membership fee for a retired member shall be set by the Board, but shall not be greater than half the regular membership fee.
- (10) The Board may confer the status of “student/non-waged member” on a person who at the time of membership renewal is a full-time student or in non-waged circumstances.
 - (a) A member requesting student/non-waged status shall do so in writing to the Secretary at the beginning of each membership year
 - (b) A student/non-waged member shall satisfy the same membership criteria as a regular member with the exception of a reduced membership fee
 - (c) A student/non-waged member shall have the same rights and duties as a regular member.
 - (d) The annual membership fee for a student/non-waged member shall be set by the Board, but shall not be greater than half the regular membership fee.

6 Board of Officers

- (1) The affairs of the Club shall be managed by a Board of nine Officers who shall be responsible for all financial statements and may exercise all powers and do all acts and things as may be exercised or done by the Club at a members’ meeting.
 - (a) Further, all Officers of the Board shall endeavour to archive all correspondence which they conduct pertaining to club business.

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- (2) The President, Past President, Vice-President, Secretary, Treasurer, Social Coordinator, Race Coordinator, Communications Coordinator and Coaching Coordinator shall constitute the Board of Officers of the Club.
- (3) With the exception of the Past President, the Board shall be elected by the members, by secret ballot (except in cases of acclamation) except as hereinafter provided, at the Annual General Meeting of the members or, in default of the election at such a meeting, then at a special meeting of the members called for such a purpose. The Officers so elected shall hold office, subject to the provisions of this section, until the end of the next election year. No person may become an Officer of the Club who has not been a member for the preceding membership year.
- (4) An Officer of the Club shall cease to be eligible to remain an Officer of the Club if:
 - (a) he/she has submitted written resignation as an Officer of the Board,
 - (b) he/she ceases to be a member of the Club,
 - (c) at any time he/she shall become of unsound mind or be found by any court of competent jurisdiction to be mentally incompetent,
 - (d) at any time he/she shall become bankrupt or suspends payment of compounds with his creditors or makes an authorized assignment or is declared insolvent (this provision applies only to Officers of the Club with cheque signing authority).
- (5) Any vacancy or vacancies on the Board shall be filled for the balance of the term by the members by a special resolution at a members' meeting.
- (6) The members may, by resolution passed by at least two-thirds of the votes cast at a special meeting of the members, of which notice specifying the intention to pass such resolution shall have been given, remove any Officer or Officers before the expiration of his/her or their term of office for failure to fulfill his/her or their duties as specified in the Constitution and elect another eligible member or members in his/her or their stead for the balance of his/her or their term.

7 President

- (1) The President shall, subject to the control of the Board, be the chief executive officer of the Club and have general charge and control of the affairs of the Club and of the work and management of the property thereof. In addition, the President shall:
 - (a) appoint the members of and coordinate the activities of ad hoc committees and standing committees with the exception of the Membership Review Committee,
 - (b) be an ex-officio member of every committee and board established by the Club with the exception of the Disciplinary Committee,
 - (c) submit to the Board and the Annual General Meeting a written report (prior to his/her termination of office) summarizing the events of his/her year in office and outlining his/her recommendations for the future development of the Club.
- (2) The President shall preside at all meetings of the members and of the Board at which he/she is present, and shall have such other duties as assigned to

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him/her by the Board from time to time. Notwithstanding the aforesaid, if the President is not present at a meeting, then the Vice-President shall act as Chair for that meeting only. If both the President and the Vice-President are not present at a meeting, then the Board shall appoint a member as Chair for that meeting only.

8 Vice-President

- (1) The Vice-President shall, in the absence of the President, perform the duties of the President.
- (2) The Vice-President shall ensure that the Club constitution and by-laws are maintained in good order.
- (3) The Vice-President shall perform any duties as requested by the President.

9 Secretary

- (1) The Secretary shall, subject to control by the Board, be responsible for the day-to-day operations of the Club.
- (2) The Secretary shall issue all notices and call all meetings under the direction of the President.
- (3) The Secretary shall perform all functions in respect of the enrolment of members in the Club.
- (4) The Secretary shall keep a book or set of books wherein shall be recorded:
 - (a) a copy of all the by-laws of the Club,
 - (b)
 - (c) the names and addresses of all current members,
 - (d) the names and addresses of all current Officers of the Club,
 - (e) the minutes of all proceedings at the Annual General Meeting, the meetings of the Board, and meetings of the members, and
 - (f) a list of all Club physical property and its disposition.
- (5) Such book or books shall be available upon written request by a member or members.
- (6) The Secretary shall have such powers and perform such other duties as may be assigned by the President or the Board or required by the by-laws of the Club.

10 Treasurer

- (1) The Treasurer shall:
 - (a) keep proper accounting records with respect to all financial and other transactions of the Club and shall be responsible for all funds, securities, notes and valuable effects of the Club, receive and give receipts for money due and payable to the Club from any source whatsoever, deposit all such moneys to the credit of the Club and in such banks, trust companies, or other depositories as shall be selected, cause such funds to be disbursed by cheques or drafts on the authorized depositories of the Club signed as provided in the constitution or by-laws, and be responsible for the accuracy of the amounts of and cause to be preserved proper vouchers for all monies so disbursed;

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- (b) have the right to require financial reports or statements pertaining to the expending and receipt of Club funds;
- (c) present at the Annual General Meeting an interim financial statement for the current year and an audited financial statement for the preceding year;
- (d) render a financial statement to the Board as of the last day of December and make the same available to the members no later than the last day of February in each and every year;
- (e) render to the President or the Board whenever they, respectively, shall request him/her so to do, a written report of the financial condition of the Club and of all his/her transactions as Treasurer;
- (f) upon request, exhibit at all reasonable times Club cash books and other records to the President and any of the Officers or members of the Club; and
- (g) in general, perform all duties incidental to the office of the Treasurer and have such other powers and perform such other duties as from time to time may be assigned to him/her by the President or the Board.

11 Coaching Coordinator

- (1) The Coaching Coordinator shall direct all coaching activities for the Club including personal coaching, team coaching, research, and information dissemination. The Coaching Coordinator may, from time to time, appoint Assistant Coaches to aid him/her in these duties and others as outlined by Club objectives.
- (2) The Coaching Coordinator shall maintain and publish from time to time lists of Club racing records.

12 Social Coordinator

- (1) The Social Coordinator shall be responsible for the organization and carrying out of all Club social activities, in accordance with the objectives of the Club.

13 Communications Coordinator

- (1) The Communications Coordinator shall be responsible for all communications within the Club, as well as with the news media. It shall be the responsibility of the Communications Coordinator to ensure that the image of the Club is presented in the best possible light.
- (2) The Communications Coordinator shall be responsible for the production and timely distribution of the Club newsletter and shall have control of its content, subject to the editorial policy set by the Board.

14 Race Coordinator

- (1) The Race Coordinator shall be responsible for the organization and execution of Club and fund-raising races. He/she may appoint assistants to undertake the major aspects of a race and shall also be available to provide assistance and liaison with respect to developing the race site, providing all necessary materials for the running event, and for enlisting and coordinating race volunteers.

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- (2) The Race Coordinator shall obtain authorization from the Board prior to committing the Club to fund-raising races and prior to expending Club funds in respect of organizing fund-raising races.

15 Past President

- (1) Notwithstanding Subsection 17.6, the Past President shall have no defined responsibilities.

16 Board appointments & committees

- (1) The President or the Board may appoint an Equipment Manager, a Transportation Manager, a Team Manager, and other assistants, agents, or lawyers, to perform duties assigned by the Board. Any assistant, with the exception of a lawyer, appointed pursuant to this section shall be a member of the Club.
- (2) The President or the Board may from time to time remove any or all of the assistants, agents, or lawyers and fix the remuneration (if any) to be paid to any assistant, agent, or lawyer appointed in accordance with section 16(1).
- (3) The President or the Board may, from time to time as deemed necessary, appoint committees consisting of such number of members as may be deemed desirable and may prescribe their duties.
- (4) Any committee appointed by the President or the Board may meet for the transaction of business, adjourn, and otherwise regulate its meetings as it sees fit. Unless otherwise determined by the Board, a majority of the members on a committee shall constitute a quorum. Minutes shall be taken of all proceedings of such committees, and a copy of the minutes shall be given to the President as soon as possible.

17 Board meetings

- (1) Five (5) Officers elected by the members shall form a quorum for the transaction of business at any meeting of the Board.
- (2) A meeting of the Board may be called by the order of the President or by any other two Officers, at such time and place as the President or Officers calling the meeting may determine or as may be fixed by a resolution of the Board.
- (3) Notice of Board meetings shall be given to all Board members at least two (2) days prior to a Board meeting unless all Board members agree to waive such notice.
- (4) Each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such a Board was elected, provided a quorum of Officers is present.
- (5) At any meeting at which an Officer or Officers has or have been elected to fill a vacancy or vacancies on the Board, no notice of such a meeting shall be necessary to the newly elected Officer or Officers, in order to legally constitute the meeting.
- (6) If no meeting of the newly elected Board has been held prior to the January members' meeting in any year, the Past President shall have the power to call the first meeting of the newly elected Board.
- (7) Any member may attend meetings of the Board but shall not be eligible to vote on decisions made at such meetings.

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18 Members' Meetings

- (1) Members' meetings shall be held at a place within the City of Toronto in the first, third and fourth quarters of the year. Additional members' meetings may be called by the Board if deemed necessary or useful.
- (2) The quorum for a members' meeting shall be no fewer than twenty-five (25) members. No business shall be transacted at any members' meeting unless the requisite quorum is present.
- (3) For purposes of this section, the Annual General Meeting may substitute for a members' meeting.

19 Special meetings

- (1) Notwithstanding section 9(2), special meetings of the members of the Club may be called by members under and pursuant to the provisions of The Corporations Act (Ontario) in that behalf or by order of the President to be held at any time in the City of Toronto.
- (2) Thirty (30) days' written notice of a special meeting stating the date, the hour and place of meeting, and the general nature of the business to be transacted, including specific wording of proposed amendments to the Constitution, shall be provided.
- (3) The quorum for a special meeting shall be no fewer than twenty-five percent (25%) of the membership (including proxy votes). No business shall be transacted at a special meeting unless the requisite quorum is present.
- (4) Amendments to the Constitution may only be made at a special meeting of the members of the Club.
- (5) Voting at a special meeting shall be by members in attendance and by written proxy from a member nominating another specific member present at the said meeting to vote on his/her behalf.

20 Annual general meeting

- (1) The Annual General Meeting shall be a meeting of members held not before the first day of November and not later than the 31st day of December each and every year, whereat any member shall have the opportunity to raise matters relevant to the affairs and business of the Club.
- (2) The Annual General Meeting shall be considered a special meeting of members of the Club
- (3) The Annual General Meeting shall be held at a place within the City of Toronto and on a date determined by resolution of the Board, subject to section 20(1).
- (4) The order of business at the Annual General Meeting shall be as follows:
 - (a) calling the meeting to order;
 - (b) a determination that the provisions of the Club's by-laws regarding notice of the meeting have been complied with;
 - (c) a reading of the minutes of the last Annual General Meeting and of the last intervening special meeting of the members, if any, confirming same;

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- (d) presentation of annual reports by the Officers, including presentation of an interim financial statement for the current year and a complete financial statement for the preceding year;
- (e) appointment of an audit committee;
- (f) a confirmation of the enactment, passing, repeal, amendment or re-enactment of any by-laws;
- (g) the election of Officers for the coming year; and
- (h) such business as may properly be transacted thereat.

21 Conduct and Procedure of Meetings

- (1) The conduct and procedure of operation of all meetings of the Club shall generally follow the current edition of Robert's Rules of Order.

22 Voting

- (1) Every motion proposed for consideration at any meeting shall be decided by a majority of the votes duly cast. In the case of an equality of votes, the motion shall be deemed lost.
- (2) Every motion proposed for consideration at any meeting shall be decided in the first instance by a show of hands (plus proxy votes at special meetings). Upon a show of hands every person who is present and entitled to vote shall have one vote. After a show of hands the Chair may require, or any member present in person and entitled to vote may demand, a poll. Unless a poll is so required or demanded, a declaration by the Chair that a motion has been carried or lost shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such motion.
- (3) If at any meeting a poll is taken or demanded on any motion, it shall be taken forthwith without adjournment. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- (4) The Chair at any meeting may appoint one or more members to act as scrutineer(s) at such meeting.

23 Nominating Committee

- (1) A nominating committee shall be elected at a members' meeting held no later than two months prior to the Annual General Meeting.
- (2) The committee shall consist of three members who are not members of the Board and who are not seeking election to the Board, plus two alternates. Any member of the nominating committee who decides to seek election to the Board shall immediately resign from the committee and his/her place shall be taken by one of the alternates.
- (3) The nominating committee shall, at its first meeting, elect a Chair.
- (4) The committee shall call for nominations to be received up to and including the time of the Annual General Meeting.
- (5) Nominations shall be open to any member in good standing, on the understanding that the member intends to renew his/her membership in the forthcoming membership year.
- (6) Nominations shall not be accepted without the prior consent of the nominee.

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- (7) The nominating committee shall conduct the election of Officers in accordance with section 6.3.

24 Membership Review Committee

- (1) The Membership Review Committee, consisting of five (5) members who are not Board members, shall be elected at the first members' meeting of the membership year. The Membership Review Committee shall elect a Chair. Three (3) members of the Membership Review Committee must be present in order to conduct its business.
- (2) All charges and claims of offences against or under the Constitution and by-laws shall be made in writing and delivered to the Chair of the Membership Review Committee, with a copy to the Secretary.
- (3) A notice of hearing by the Membership Review Committee shall be delivered to the member or members in question by the Chair of the Membership Review Committee or by his/her designate at least seven (7) days prior to the date of the hearing.
- (4) The Membership Review Committee shall deliver its decision in writing to the member or members in question and to the Secretary within seven (7) days of the hearing. The written decision of the Membership Review Committee shall also outline the appeal procedure available to the member or members in question.
- (5) If the member or members in question wish to appeal the decision of the Membership Review Committee, he/she or they must do so in writing to the Board within thirty (30) days of the rendering of the decision. The Board shall then conduct an inquiry into the matter, giving the parties the right to make representations at a hearing, and then render its decision which shall be final.
- (6) The Membership Review Committee may suspend membership for such period as it determines or expel persons from membership.

25 Reimbursements and expenditures

- (1) No Officer shall directly or indirectly receive any profit from his/her position other than any amount approved by a special resolution of the members at a general meeting, but nothing in this section prevents any Officer from representing the Club with the prior written approval of the Board on any business incidental to the objects of the Club, or from being reimbursed the lesser of \$500 or his/her actual receipted expenses incurred in the performance of his/her duties as an Officer.
- (2) No Officer shall appoint himself/herself to a position directly or indirectly under his/her control and receive any reimbursement as a result.
- (3) Prior to payment by the Club, all actual receipted expenses and/or reimbursements, including reimbursements to members, shall be approved by the Treasurer and one of the President, Vice-President or Secretary.
- (4) Any expenditures in excess of \$500 shall be approved in advance by the Board. Notwithstanding the foregoing, expenditures of \$500 or more for Club fund-raising events may be authorized by the event committee, provided that the budget for the event has been approved by the Board and the expenditure is itemized in the approved budget.

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26 Cheques

- (1) All cheques, bills, notes, acceptances, and orders for the payment of money, shall be signed or endorsed by the Treasurer and one of the President, Vice-President or Secretary.
- (2) No other member or members may sign or endorse cheques, bills, notes, acceptances, and orders for the payment of money except as set out in this section.

27 Contracts

- (3) The term “documents” as used herein shall include conveyances, transfers, and assignments of property real or personal, immoveable or moveable, agreements, releases, and discharges for payment of money or other obligations, conveyances, transfers, and assignment of bonds, debentures, or other securities and all paper writing.
- (4) Documents requiring the signature of the Club may be signed by the President and one Officer who shall be appointed from time to time by the Board on behalf of the Club, either to sign documents generally or to sign specific documents.
- (5) Subject to section 27(4), all documents so signed shall be binding upon the Club without any further authorization or formality.
- (6) All documents involving a consideration of five hundred dollars (\$500) or more, shall only be binding upon the Club if the Board has, by a prior resolution, approved same and authorized and directed the President and one Officer to execute and deliver same on behalf of the Club in the form presented to the Board.

28 Custody of securities

- (1) All shares and securities owned by the Club shall be lodged (in the name of the Club) with a chartered bank or a trust company, or with such other depository as may be determined from time to time by the Board.

29 Promotions

- (1) Persons or companies wishing to sell goods or services to the Club shall submit a written request to the Board. The Board will deal with each request on an individual basis.

30 Rules and regulations

- (1) The Board may, from time to time with membership approval, make rules and regulations with respect to the carrying out of the provisions of the Constitution and its by-laws in respect of the management of the affairs of the Club, and it may, from time to time, repeal or amend any such rules and regulations and by-laws.