



# Constitution and by-laws

## Ottawa Frontrunners

Proposed changes presented to members on 4 June 2016.

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## **ARTICLE 1. NAME**

The name of this Club shall be Ottawa Frontrunners; hereinafter referred to as “the Club”.

## **ARTICLE 2. CLUB CONTACT INFORMATION**

The Club can be contacted by e-mail at [ofr@ottawafiontrunners.org](mailto:ofr@ottawafiontrunners.org).

## **ARTICLE 3. MISSION**

The mission of the Club is to provide a safe and supportive space for gays, lesbians, bisexuals, transgendered persons, two-spirit, queers (GLBTTQ), and their friends in the pursuit of recreational running and walking activities in the National Capital Region (NCR).

## **ARTICLE 4. Activities**

The Club holds regularly scheduled runs, organizes group participation in athletic and social events, and supports the activities of other GLBTTQ organizations in the NCR.

## **ARTICLE 5. MEMBERSHIP**

### **Section 5.01. Member definition**

Membership is open to all persons, regardless of ability, age, colour, ethnicity, gender, gender identity, race, religion, or sexual orientation. The Club’s central activity is running and walking. Irrespective of participation in other Club activities, one must participate in the Club’s weekly scheduled running and walking activities to be considered a member. Registration on the Club’s active member list is also a requirement of membership, which is updated annually at the Annual General Meeting (AGM; [Article 9, section 9.01](#)).

### **Section 5.02. Non-members**

The Club welcomes friends and partners of runners in its activities, as well as runners from other geographic locations visiting the NCR. However, participating in such Club activities does not meet criteria for membership.

### **Section 5.03. Associate members**

People who do not participate in the Club’s weekly scheduled runs on a regular basis or who have not signed up on an annual basis, but who have a relationship with the Club (e.g., friend, partner, visitor, former member), may be considered associate members. Associate members do not have voting or chairing privileges as outlined in [section 5.04](#), but do receive Club communications. Associate membership is also reviewed annually.

### **Section 5.04. Member privileges**

Members receive privileges outlined elsewhere in this document and also including, non-exclusively, the right to

- participate in the Club’s weekly scheduled runs
- attend races or other events as members of the Club
- vote on issues put forth by the Executive
- vote for members of the Executive
- participate in or chair a committee to accomplish the Club’s will
- request the club to carry out specific activities or, with other members, call a special general meeting

Associate members are accorded the same rights, but are specifically excluded from voting and chairing rights. This is in reflection of the unfamiliarity with the Club and the possibility that an associate member may not remain a member, thus would be unfairly insulated from the consequence of their voting decision.

New members, as well as new associate members, shall receive copies of the Constitution and by-laws and Membership list upon being added to the Club’s membership list.

### **Section 5.05. Terminating membership**

Membership termination is processed by the Executive upon (a) receipt of a termination request from the member (associate member) or (b) removal of the member (associate member) from the Club's membership list as a result of the member (associate member) being in conflict with, or failing to uphold, the Club's mission and (or) violating the Club's Constitution and by-laws.

## **ARTICLE 6. EXECUTIVE**

The Executive shall consist of Officers and Members-at-large.

### **Section 6.01. Officers**

The Officers shall consist of two (2) Co-chairs and one (1) Financial Officer. Each Officer must be a member and carry out the duties as prescribed by these by-laws. Every effort shall be made to have equitable gender representation in the co-chair positions.

### **Section 6.02. Members-at-large**

The club may, at its discretion, elect additional officers to the Executive, known as Members-at-large as required. Although lacking formal officer roles, the Members-at-large are considered full members of the Executive.

### **Section 6.03. Election of Officers and Members-at-large**

Officers and Members-at-large shall be elected by a majority vote of members at an AGM ([Article 9, section 9.01](#)).

### **Section 6.04. Term of office**

The Officers serve for a term of 1 year following their election. No Officer may hold more than one office at one time.

### **Section 6.05. Meetings**

The Executive meets a minimum of four times per year, or more often as Club activities necessitate. Failure to attend a majority of the business meetings or to submit update reports by Members-at-large to the Officers if unable to attend the meetings may be grounds for removal from the Executive.

Any member or associate member of the club may attend executive meetings to participate in discussion, although they lack voting rights. All meetings of the Executive must be announced to the membership a minimum of 7 days in advance.

### **Section 6.06. Invested authority**

The Executive is invested with the authority to act for and on behalf of the Club on all matters with the exception of actions to be taken by vote of the members.

Actions that must be taken to vote by members include (a) changes to the constitution and by-laws, (b) election of Officers, (c) commitment of the Club to activities that will incur significant (major) financial obligations or financial obligations that are outside of the normal operational requirements of the Club, and (d) any other action for which general support of the Club is deemed necessary.

Decisions shall be made by a majority vote of members of the Executive present at each meeting, provided that there is a quorum of fifty percent (50%). When the Executive determines that a matter is of sufficient general concern to warrant a vote of the membership, a general meeting of the members shall be called to determine the matter.

The Executive may cancel a person's membership in the club if deemed appropriate and in accordance with [section 5.05](#).

## **Section 6.07. Recall**

### **(a) Committee Chair**

A Committee Chair may be removed by majority vote of the Executive. Valid causes for removal include refusal to carry out the committee mandate and intent of the membership, gross or wilful neglect of duties, unauthorized expenditures, or misuse of funds.

### **(b) Officer or Member-at-large**

An Officer or Member-at-large may be removed by a two-thirds (66.7%) majority of votes cast at a general or special meeting of the membership as set forth [in Article 9, sections 9.02 and 9.03](#), respectively. Valid causes for removal include refusal to carry out the decisions and intent of the membership, gross or wilful neglect of duties, unauthorized expenditures, or misuse of funds.

## **ARTICLE 7. ACTIVITY COMMITTEES**

The Executive may from time to time establish committees of the general membership to carry out the will and purpose of the Club. All committees are sub-committees of the Executive and the Executive shall appoint a chair of each sub-committee.

## **ARTICLE 8. VACANCIES**

### **Section 8.01. Determination**

A vacancy on the Executive, in an office, or on a committee is considered to exist when the incumbent resigns or is removed from office.

### **Section 8.02. Filling of vacancy**

A vacancy may be filled by appointment of the Executive and (or) Committee Chair. An Officer or Executive member so appointed shall serve until the next general meeting at which time the vacancy can be filled by a vote of the membership.

## **ARTICLE 9. MEETINGS OF MEMBERS**

### **Section 9.01. Annual general meeting**

A general membership meeting shall be known as the Annual General Meeting (AGM). This meeting, normally held in late spring, should in general be spaced approximately 1 year apart, and shall be for the purpose of electing Officers and Members-at-large; receiving reports from the Officers, Members-at-large, and Committee Chairs; and for other business that may arise.

### **Section 9.02. General meeting**

A general membership meeting may be held in between annual general meetings and shall be for the purpose of sharing and receiving information, electing members to offices that may have become vacant since the last annual general meeting, to conduct business that is of sufficient general concern to the membership to warrant a vote, or for other business that may arise. Topics to be taken to vote must be announced at the time the meeting is scheduled, to permit proxy votes to be cast.

### **Section 9.03. Special general meetings**

Special meetings may be called by the executive and shall be called upon the request of five (5) members of the Club. The purpose of the meeting shall be stated at the calling of the special meeting. Upon receiving a request to conduct a special meeting, the Executive must announce the meeting within 1 week, to be scheduled not less than 1 week and not greater than 2 weeks after the announcement. Topics to be taken to vote must be announced at the time the meeting is scheduled, to permit proxy votes to be cast.

**Section 9.04. Notice of meetings**

Notice of any meeting of the general membership shall be given to all members at least 7 days prior to the scheduled meeting date.

**Section 9.05. Quorum**

Quorum is defined as ten (10) members.

**ARTICLE 10. VOTING**

**Section 10.01. General voting**

Only members may vote. A simple majority of votes cast is required to determine any other matter that the executive has referred to the membership for decision. A two-thirds (66.7%) majority of votes cast is required to amend these by-laws; recall Officers; endorse any causes outside of the Club; rescind, repeal, or amend any action of the executive; or dissolve the Club.

**Section 10.02. Abstention from general voting**

If a member present at a meeting, or invited to vote by e-mail, does not cast a vote, that abstention will not be taken as a rejection of the vote. Only votes actually cast are counted and abstentions are presumed to suggest approval of the decision made by votes cast.

**Section 10.03. Election**

The election shall be conducted by an Election chair, who will be selected from the members at least 14 days prior to the AGM ([Article 9, section 9.01](#)). The two responsibilities of the Election chair will be to collect any proxy votes up to 1 day before the AGM and to conduct the election at the AGM.

Only active members may vote for Officers and Members-at-large by casting a vote in person or by submitting a proxy vote to the Election chair as early as 7 days prior and up to 1 day before the AGM. A simple majority of votes cast is required to elect the Officers of the Club. Results of the election shall be communicated to members.

**Section 10.04. Proxy voting**

If a member cannot attend a meeting, they can cast a proxy vote on any topic on the agenda by informing the Election chair, no later than 2 days before the meeting, that they will vote by proxy and identifying the person designated as the proxy. The Election chair shall provide the member with the names of nominees, shall collect the proxy votes, and shall provide the proxy designee with the proxy votes. The proxy designee casts the proxy vote in addition to their own during the meeting.

**ARTICLE 11. FINANCES**

**Section 11.01. Fiscal year**

The fiscal year of the Club shall coincide with the term of the Officers.

**Section 11.02. Bank accounts**

All funds of the Club shall remain in the name of Ottawa Frontrunners in such bank or trust companies that the Club may from time to time select. Banking fees should be kept to a minimum.

### **Section 11.03. Signing authorities**

All financial dealings of the Club, including bank accounts, require no fewer than two signatures: one must be the Financial Officer and the other must be one of the Co-chairs, or in the event of a vacancy in one of the co-chair positions, a member-at-large appointed and agreed upon by the Finance Officer and the elected Co-chair.

### **Section 11.04. Use of funds**

The Financial Officer shall be responsible for the collection, safekeeping, and expenditure of all Club funds. Dues and other monies received will be used solely to promote the Club's stated purpose and activities. No portion of net earnings shall inure to the benefit of individual members. In the event of the Club's dissolution, any remaining funds shall go to one or more non-profit GLBTTQ organization as determined by the membership.

### **Section 11.05. Fundraising**

The Club shall be empowered to participate in fundraising activities, the purpose of which is to fund projects that will benefit the general membership or the broader community.

### **Section 11.06. Financial records**

The Financial Officer shall be responsible for maintaining the financial records of the Club and shall submit a full financial report to the membership, at least annually, at the annual general meeting.

### **Section 11.07. Conflicts of interest**

No Officer, Member-at-large, Committee Chair, or general member shall vote on any matter in which he or she has a direct financial stake.

## **ARTICLE 12. COMMUNICATION POLICY**

This policy defines the parameters for acceptable communication to members of the Club.

### **Section 12.01. Appropriate communication**

Appropriate communication may include, but are not restricted to, Club announcements, information about Club activities, newsletters and other Club publications, information of general interest encompassing the Club's two foci (i.e., GLBTTQ communities and sport), and information about activities involving Club members.

### **Section 12.02. Club representation**

Only members of the Executive, or members specifically appointed by the Executive for the purpose, have the right to represent the Club to external entities. Such representation includes public relations activities, interfacing with other organizations about issues of mutual interest, and commitment of the Club or its resources to any specific project. Informal representation by members to inform people about the Club is, however, encouraged as long as it will not be perceived to constitute an official representation of the Club as a whole.

### **Section 12.03. Inappropriate communication**

Inappropriate communication may include, but are not restricted to, commercial solicitations, copyrighted material, information that potentially has the effect of supporting a single commercial interest, personal information except in accordance with the privacy policy, and information without clear relevance to the Club's foci or activities.

### **Section 12.04. Member to club distribution**

A member may be permitted to send bulk announcements to the members, in accordance with the requirements stated above. Members who violate the communications policy will not be permitted to make further communications to the group.

## **ARTICLE 13. PRIVACY POLICY**

### **Section 13.01. Confidentiality**

Membership in the club, and personal information collected about members, is a confidential matter and may not be distributed to other members or externally. Members can, however, choose to waive this right in order to facilitate club communications. Notwithstanding any such waivers, personal information about a member may never be distributed outside the club without express permission.

### **Section 13.02. Anonymity**

Occasionally images or other information about members may be used in Club promotional materials that are distributed to the public. This must be done with the permission of members and clear procedures to opt out of this made available. This includes both (a) a statement of choice with each particular instance and (b) the ability to associate with each member's record a general "will not to appear in promotional materials". The member list must be reviewed for such opt-outs with every publication to ensure a member who has opted out is not inadvertently included.

### **Section 13.03. Communication security**

Membership in the Club implies willingness to receive communications as permitted by the communications policy ([Article 12](#)). Communications to members must be carried out in such a way that confidentiality and anonymity provisions are not violated, regardless of the modality of communication or who makes the communication. Special care must be taken with handling of "auto-reply" e-mails.

### **Section 13.04. Member to Club distribution**

Members who choose to distribute information to the Club must do so in awareness that they may thereby voluntarily release information and sacrifice their confidentiality ([Article 13, section 13.01](#)) and anonymity ([Article 13, section 13.02](#)) rights. Because this is done by the member it does not constitute a violation of the policy and the Club takes no responsibility for any consequences of the release of this information.