**Bylaws of the**

**On Top of the World Canadian Club Inc. (the Corporation)**

**Made in accordance to its Articles of Incorporation and the *Florida Not for Profit Corporations Act* (the *Act*)**

**1. Purpose of the Corporation**

1. The purpose of the club is to create and run fun social events and activities for its members.

**2. Membership**

1. The Corporation's Membership fee will be $5 for each season, and the membership will only last for one season, not to be confused with the fiscal year.
2. A season begins on the date that memberships begin to be sold in the fall and ends on the day that the Corporation begins selling the next season's memberships, or when the club is dissolved, whichever happens first.
3. A person with a valid Activity Card at OTOW Clearwater, FL may become a member of the Corporation.
4. Memberships are not transferrable.
5. A membership entitles the member to one vote at a General Meeting of the Corporation and the right to attend Corporation events and activities. No cumulative voting is authorized.
6. Except as provided by these bylaws, a member must vote in person at Membership meetings; no proxies are permitted.
7. To buy a membership, a person must provide their name, address, phone number and a valid email address when registering. This information may only be used for Corporation business purposes.
8. Failure to provide a valid email address shall mean that the member has thereby agreed to receive all notices required by law or by these bylaws by viewing the Corporation's website.
9. The Board of Directors (BD) may terminate a member for unacceptable behaviour.
10. Before doing so, the BD must provide the member the opportunity to appear before the BD to justify their behavior. The BD, after hearing that member's explanation for their behaviour and concluding, in its unfettered discretion, that the behavior is unacceptable may then terminate that member's membership**.**
11. The Corporation will refund the membership fee to anyone whose membership is terminated by the BD, and their expulsion shall be recorded in the Membership Book.
12. The BD may also decide, in its unfettered discretion, to not allow further seasonal memberships for a member whose membership was terminated for unacceptable behaviour.

**3.** **Composition of the Board of Directors (BD)**

1. Members of the BD are volunteers who serve without compensation.
2. The BD will consist of the following elected positions, except for the Immediate Past President, all of whom must be members of the Corporation and who are voting members of the BD:
   1. President
   2. Vice-President
   3. Treasurer
   4. Secretary
   5. Registrar
   6. Ticket Sales Coordinator
   7. Immediate Past President
3. Any person may attend a BD meeting, in an advisory capacity, upon invitation of the President, but will not have a vote, being unelected or appointed by the BD.

**4. Election of Board Members**

1. Election of members to the BD normally shall be held at an Annual General Meeting, if possible, or at another General meeting, if required. If elections cannot be held, the members will continue in their position until an election can be held, or the Corporation is dissolved.
2. In the event of a vacancy occurring on the BD during the term of office, the remaining members of the BD may appoint voting replacement(s) to fill the position(s), or other members of the BD may assume such duties of the vacant positions as the BD deems necessary. The vote to replace a member of the BD need only be made by a majority of the directors then left in office.
3. The BD may remove any appointee at any time by majority vote of its elected members.
4. The BD may vote to remove a member of the BD who misses 3 meetings of the BD, after providing the member with seven days notice of the meeting to hold that vote. The member who is to be removed does not have a vote on their own removal.
5. The term of office for members of the BD shall be from the day following an election or the date of appointment and last until the day following the next election or dissolution of the corporation.
6. A person may serve in any position on the BD for multiple terms or may serve in any other position.
7. Every year, the Immediate Past President will Chair the Nominating Committee along with at least two other Past Presidents still active in the Corporation, or current members if two Past Presidents cannot be found who are willing to serve, as chosen by the Chair;
8. The Committee will prepare a slate of members who have agreed to let their names stand for each position on the BD;
9. The Committee will present the slate of members to the BD, at or before the last BD meeting prior to the Annual General Meeting.
10. At an Annual General Meeting, the slate of members presented by the Chair of the Nominating Committee and approved by the BD, shall be read and additional nominations solicited three (3) times from the floor; (except under mitigating circumstances).
11. Any nomination from the floor must be agreed to by the nominee in person or in writing before the nomination may be accepted.
12. Should any positions be contested, the Chair of the Nominating Committee shall form an Election Committee who will be charged with distributing voting ballots, collecting the marked ballots completed by members present, and reporting the results prior to the end of the meeting.
13. A member of the BD may be removed by a majority vote of the members at any validly constituted General Meeting by holding an election for the position where at least one other member is willing to stand for election to the position and one of them wins the election.

**5. Powers of the BD**

1. The BD shall have full power to initiate and transact every and all kinds of business necessary for the operation of the Corporation in accordance with its Articles of Incorporation.
2. The BD may make and amend the Corporation's Bylaws.
3. Each version of the Bylaws will be dated with the date passed and consecutively numbered and set out as an Annex to the Board Meeting at which they were approved, and saved in the corporate records for at least three years or until the next version is made, whichever is later.
4. The BD is responsible for managing all meetings, events and activities held under the name of the Corporation and for setting the ticket prices for same, if any.
5. The BD shall maintain a Corporation website and for promptly posting any notices and communications required by law or these Bylaws on it.
6. The BD shall approve a balanced budget prepared by the Treasurer for the next fiscal year before the fiscal year-end and this budget shall be posted on the Corporation's website and communicated by email to those members who have provided a valid email address.
7. The BD shall monitor the corporation's revenue and expenditures to ensure that the Corporation's activities are run in a fiscally prudent manner.
8. The BD must designate a member who is Florida resident to be the Corporation's Resident Agent and use their address as the Corporation's registered office and ensure this is included in their annual filing with Sunbiz. Should the agent cease to be the agent, for any reason, the law requires that they be replaced within 30 days.
9. Meetings of the BD may be run secretarially by email, or electronically, by phone or by Zoom, as but two examples, and all meetings will be convened by the President on their agenda.
10. A quorum of the BD for all votes is a simple majority of the BD. Should there be a tie, the motion will be tabled to be brought up again at the next meeting of the BD.
11. The BD may authorize a loan to an Event Coordinator should it see fit. No loans may be authorized to a member of the BD[[1]](#footnote-1).
12. The BD may amend its Articles of Incorporation by a unanimous vote, and then must take the appropriate steps to file the amendments with the Florida Department of State.

**6. Duties of the Members of the BD**

**President**

1. Provides oversight of the operations of the Corporation.
2. Calls and chairs all General and BD meetings and provides an agenda for same.
3. Appoints non-voting Event Coordinators with BD approval;
4. Conducts or arranges all publicity for the Corporation, including the writing of the OTOW Newspaper article each month of their Presidency.
5. Is the Event Coordinator for the second Dinner Dance (Friendship) each season.
6. Always promotes the Corporation.

**First Vice-President**

1. Discharges all the duties of the President in their absence;
2. Assists the President in preparing for all BD and General Meetings, as requested;
3. Is the Event Coordinator for the third Dinner Dance (Spring) of a season; and
4. Assumes such other duties as may be assigned by the President.

**Treasurer**

1. Offers financial advice for all topics under discussion at BD meetings;
2. Maintains a bank account for the Corporation’s funds in a financial institution backed by the Federal Deposit Insurance Corporation (FDIC);
3. Receives all monies collected for the Corporation and deposits them in the Corporation’s bank account, or reissues them in cash for other club purposes.
4. Pays from Corporation funds all authorized expenses of the Corporation and advances funds, as required.
5. Maintains complete and accurate records for all financial transactions of the Corporation, and arranges for those record to be kept by the Secretary for three years in electronic form[[2]](#footnote-2).
6. Prepares proposed budgets for events as part of the annual Budget.
7. Manages all aspects of the Share the Wealth.
8. Prepares a balanced budget for the Corporation for the next Fiscal Year for approval by the BD and presents same at the AGM.
9. Prepares interim financial reports for BD Meetings.
10. Prepares an annual financial report of the Corporation’s finances before year end for review by a 3rd party, if possible, to be accepted by the BD and presented at the AGM.
11. Files the annual Incorporation documentation with the State of Florida (Sunbiz), when paying the annual Incorporation fees.

**Secretary:**

1. Records and maintains, for three years, an electronic copy of all minutes of all General Meetings of the Corporation and of the BD, as required by law.
2. Provides copies of minutes to the BD, within two weeks following one of their meetings.
3. Posts minutes of a General Meeting within two weeks of that meeting on the Corporation's website.
4. Maintains these Bylaws as passed or amended by the BD for at least three years.
5. Provides new members of the BD with a copy of the Corporation’s Articles of Incorporation and the current Bylaws after the AGM.
6. Provides members with a copy of Corporation’s Articles of Incorporation and most recent version of the Bylaws upon request;
7. Conducts general correspondence of the Corporation as directed.
8. Performs such other duties of a secretarial nature as may be assigned from time to time.

**Registrar:**

1. Organizes a number of club members to assist in the collection of membership forms and fees and issues membership cards throughout the registration period.
2. Remits membership fees to the Treasurer using the required form.
3. Maintains the Corporation’s official membership book and updates it as new members are registered, as required by law.[[3]](#footnote-3)
4. Provides the up-to-date memberships list to the BD by email in advance of each BD or General meeting, if the list has changed since the last meeting. The list will contain names, phone numbers, addresses and if possible email addresses of each current member, which list is not to be shared outside of the BD and is only to be used for Corporation purposes.

**Ticket Sales Coordinator:**

1. May train club members to assist in the sale of event tickets.
2. Requests an appropriate float for sales days from the Treasurer to facilitate change.
3. Balances funds to ticket sales, completes required Treasurer’s Report and provides same to the Treasurer.
4. Utilizes the established ticket sales process for major events. This is done in conjunction with the Event Coordinator(s) and includes Monday and Thursday at the EAC.

**Immediate Past President**

1. Constitutes and chairs the Nomination Committee.
2. If required, constitute an Election Committee in accordance at the AGM.
3. Is the Event Coordinator for the first Dinner Dance (Christmas).
4. Always promote the Corporation.

**7. Fiscal Year End**

1. The Fiscal Year shall be from March 22nd to March 21st of the following year for which the Corporation is in existence.

**8. General Meetings**

**Annual General Meeting (AGM)**

1. The AGM shall be held, annually after March 21st and on or before March 31st of (except under mitigating circumstances).
2. A notice announcing the time, location and Agenda of the meeting shall be provided to members, by the President, not less than 14 (fourteen) days in advance of the meeting.
3. If, for any reason, the meeting cannot be held as per above, the membership shall be notified, by the President of the reason for not holding that meeting and of a plan for the way forward.
4. The AGM shall include:

* A general report by the President of the club's operations in the previous year;
* A reviewed (if possible) year-end financial report and a budget for the next fiscal year presented by the Treasurer**;**
* Election of Members of the BD; and
* Other business properly brought before the meeting.

1. Recommendations to the BD may be made from the floor if carried by a simple majority of members present.

**Registration Night General Meeting (RNGM)**

1. The RNGM shall be convened on or before the 30th of November, but not on the American Thanksgiving.
2. The budget will again be distributed for information with the notice of the meeting.
3. The President will present the Calendar of Events for the season and will introduce the BD and Event Coordinators, if any.
4. No minutes of this meeting will be taken.

**Special General Meetings**

1. A Special General Meeting may be convened by the President in consultation with the BD, for matters of importance to the membership.
2. A Special General Meeting may be demanded when at least 5% of the membership submit a signed dated demand for one in writing to the President[[4]](#footnote-4).

**9. Votes**

1. All matters requiring a vote at any General Meeting will be decided by a simple majority of those member present at that General meeting.
2. In unusual circumstances, the BD may require a vote by the membership on any issues secretarially by sending an email to all members and counting their replies, as well as posting a notice on the website and requiring member to reply by email, in both cases providing a deadline for voting of not less than 7 days. In this situation there will be deemed to be a quorum as a majority of members will have been contacted by email. The vote will be decided by a simple majority of votes received within 14 days of the email being sent.
3. A quorum at an in-person meeting will consist of 10% of current members, including those that have registered at the RNGM.
4. Where the vote is for a candidate for position on the BD and there are more than two candidates for the position, the candidate who receives the most votes will be declared the winner.
5. If there is a tie between two or more candidates, the winner will be declared by each picking a card from a normal deck of cards. The one drawing the highest card wins. Aces are high.

**10. Events and Activities**

1. All events and activities sanctioned by the Corporation must be approved by the BD and be consistent with the purposes of the Corporation.
2. An individual may be named as an Event Coordinator for an event by the BD.
3. The Event Coordinator shall provide to the BD for its approval an event plan and budget specifying expected revenue and costs to be incurred and the resulting net profit or loss, as well as a final report after the event showing the results.
4. Events should normally be designed to operate on a break-even basis, but the BD may approve an event that is not so designed.

**11. Reserve**

1. The club shall maintain a fiscal year end Reserve of $1,500.00, to cover costs until revenue begins to come in again in the fall, and any amount more than that at amount at year end may be spent in the following fiscal year as the BD sees fit.

**12. Notices**

1. Any notice required by law or these Bylaws to be given to members will be provided by sending an email to the members who have provided a valid email address or by the member viewing the Corporation's website.
2. Notice will be deemed to have been received by a member who provided a valid email address on the date the email was sent to that member.
3. A notice posted on the website is deemed to have been received by all members on the day it is posted.

**13. Corporation Dissolution**

1. The BD may decide to dissolve the Corporation. Such a decision may only take effect after approved by a majority of members present at a General Meeting. Each member is entitled to vote on a motion of Corporation dissolution tabled by the BD at a Special General Meeting if the BD passes a recommendation to do so and presents that motion along with a plan of distribution of assets of the corporation to another OTOW Club or Clubs. Such motions will be approved by a majority vote. Exceptionally, this motion may be approved secretarially by email.
2. In the event a decision to dissolve the Corporation is approved by the membership, all debts shall be paid and the balance in the bank account retained for a period of no less than one (1) year.
3. Should there be any assets remaining after the one year, the amount remaining in the Corporation’s bank account shall be donated to another OTOW club, or clubs, as set out in the plan of dissolution of assets approved by the members.

This is Version 1 of the Bylaws as approved by the BD on March 23, 2024. Subsequent versions as amended by the BD and will be consecutively numbered and set out as an Annex to the minutes of the BD meeting at which they were approved.

1. BD members may not receive loans under section 617.0833 of *the Act* [↑](#footnote-ref-1)
2. NFPCA s.617.1601 [↑](#footnote-ref-2)
3. FNFPCA ss. 617.601(3) & (4) [↑](#footnote-ref-3)
4. Legal Requirement p. 617.0701(3)(e) of the *Act* [↑](#footnote-ref-4)