

## **Lightning Fencing Club - Winnipeg Constitution**

Lightning Fencing Club is a non-profit volunteer organization, whose purpose is to promote and develop the sport of fencing in Winnipeg.

### **Article I: NAME**

1. The name of the organization shall be *Lightning Fencing Club - Manitoba* and for the purposes of this document will be referred to as the "Club".

### **Article II: PURPOSE**

2.1 The Club will operate for the following reasons:

- a. To encourage and promote both recreational and competitive fencing in and out of the community of Winnipeg;
- b. To provide instruction in various aspects of fencing;
- c. To encourage and support club members interested in competitive or high performance fencing through provincial, national & international competition; and
- d. To liaise with other fencing clubs.

## **Bylaws 2026 (Approved June 24, 2026)**

### **Article I: GENERAL**

1.1 These bylaws relate to the general conduct of the affairs of the Lightning Fencing Club, referred to as the "Club" in these bylaws.

1.2 Definitions: The following terms have these meanings:

- a. Board - the Board of Directors for Lightning Fencing Club
- b. CFF - Canadian Fencing Federation
- c. Employee - a member who has signed a contract for payment with the Club for their services
- d. Member - shall include all categories of membership pursuant to Club constitution and bylaws
- e. Member in Good Standing - a member of the Club, who has paid his/her dues, has not ceased to be a member and has not been suspended or expelled from membership, and has not been designated by the Board as a member not in good standing due to disciplinary judgement.
- f. Member's Designate - A parent/legal guardian who has been appointed by a Member under the age of 18 years to attend meetings and vote on their behalf.
- g. MFA - Manitoba Fencing Association
- h. Officer - a member of the Board of Directors who has signing authority for the Club regarding financials

- i. Senior Coach - as designated in accordance with the Coaching Policy<sup>1</sup> and Senior Coaching Contract<sup>2</sup>

1.3 Unless otherwise specified, meetings of Members and meetings of the Board will be conducted in accordance with the latest edition of Robert's Rules of Order.

## **Article II: MEMBERSHIP**

2.1 Every Club member will be registered in one of the following membership categories:

- a. General Member: Those members who have registered as active participants in the Club
- b. Associate Member: Those members who are not active fencers, but wish to have a role in fencing as a volunteer

2.2 All members must have a current membership with the MFA and CFF.

2.3 The Membership year will run from August 1 to July 31 to align with the MFA/CFF year.

2.4 Members and guests shall at all times observe the policies, rules and Code of Conduct of the Club<sup>3</sup>.

2.5 All members have the right to participate in registered classes, social activities of the club, and borrowing of equipment in accordance with the Equipment Borrowing Policy<sup>4</sup>.

## **Article III: GOVERNANCE**

### **Composition of the Board**

3.1 The Board shall consist of a minimum of six (6) members and a maximum of nine (9) members in good standing, who hold the voting positions of President, Vice-President, Treasurer, and three (3) to six (6) Member-at-Large positions (one 2-year term position, and one 1-year term position); plus one Senior Coach.

3.2 A Senior Coach with the Club will be an ex-officio (non-voting) member of the Board, and will be selected in accordance with the Coaching Policy.

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<sup>1</sup> Recommendation: to write a Coaching Policy which includes the process for selection for ex-officio board member

<sup>2</sup> Recommendation: to have contracts with all coaches, outlining duties and expectations, specified by categories, such as volunteer, junior and senior coach designations

<sup>3</sup> Recommendation: to update the Club Code of Conduct to include reference and inclusion of MFA, CFF and potential SM points; as well as include a process for complaint and resolution

<sup>4</sup> Recommendation: to write an Equipment Borrowing Policy.

3.3 Members of the Board must be elected/selected. Board positions are considered volunteer positions; Board members are not remunerated for their service.

### **Powers of the Board**

3.4 The Board is responsible for the operations of the Club, including but not limited to: ensuring coaches' contracts are in place, liaising with the MFA, setting policies and guidelines regarding Club operations, managing the Club finances and day-to-day operations.

3.5 The President, Vice-President, and Treasurer shall be officers of the Board and shall have financial signing authority for the Club. Two officers are required to sign each cheque.

3.6 The Board will set membership rates.

3.7 The Board has the responsibility to review any member status in accordance with the Code of Conduct, the Conflict of Interest<sup>5</sup> and all other Club policies.

### **Election of Board Members**

3.8 All members in good standing or a member's designate, unless disqualified by being less than 18 years of age or holding a position of employee with the Club, have the right to stand for Board positions. For members in good standing who are less than 18 years of age, one (1) parent/legal guardian may stand for Board positions on their behalf.

3.9 Elections - the following Board positions are elected as follows:

- a. The President and both Member-at-Large positions will be elected on an odd numbered year at the AGM for a two-year term. A president and Member-at-Large may hold office for only four consecutive terms, unless no opposition.
- b. The Vice-President and Treasurer will be elected on an even numbered year at the AGM for a two-year term. A vice-president and treasurer may hold office for only four consecutive terms, unless no opposition.

3.10 Board members elected at the annual general meeting ("AGM") will assume their roles no later than July 15.

- a. The time between the AGM and July 15 shall be considered the Board Transition Period. During this time, existing Board members are still completing their terms, switching over bank authority and the like; they will remain responsible for all Club operations until documentation has reflected the change, but will be in place no later than July 15. Newly elected Board members who have not yet started their terms shall be included in the activities of the existing Board during the Transition Period in order to ensure proper orientation to and smooth transition of Club operations to the new Board.

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<sup>5</sup> Recommendation: to write a Conflict of Interest Policy

## **Duties of Board Members**

3.11 The duties of Board Members are addressed within the Portfolio Listings and Committee Terms of Reference<sup>6</sup>. All board members must actively assume various portfolios relevant to the operation of the Club.

## **Resignation and Removal of Board Members**

3.12 A board member may resign from the Board at any time by presenting his/her notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board. Where a board member is subject to disciplinary investigation or action from the Club, a resignation will not necessarily stop said investigation or action.

3.13 An elected board member may be removed before the completion of term by majority vote of the Board members present at a board meeting, provided the board member has been given notice, and provided an opportunity to be present and heard at such meeting.

## **Filling a Vacancy on the Board**

3.14 In the event that a Board member gives up his/her position for any reason, the duties of that person may be assumed by a volunteer from the general membership.

- a. The Board shall post the available position for a minimum of 7 calendar days.
- b. The successful member will fill the vacated position for the remainder of the existing term, subject to ratification at the next AGM.
- c. If the membership does not ratify the incumbent, an election must be held at the AGM to replace that member for the remainder of the term. In such case, the elected replacement shall assume the Board position upon the adjournment of the AGM.

## **Meetings of the Board**

3.15 The Board shall hold a minimum of two (2) meetings per year, to be held at any place or time as determined by the Board. Meeting minutes will be taken and made available to the membership.

3.16 Board quorum shall be two-thirds / sixty-six percent (66%) of the filled positions, and remains in effect until the meeting is adjourned. Board business will be conducted by majority vote.

3.17 Meetings of the Board will be closed to members and the public, except by invitation of the Board.

## **Subcommittees**

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<sup>6</sup> Recommendation: to write portfolio listings and TOR for any committees

3.18 The Board may appoint such sub-committees or volunteers as may be required to advise the Board on matters affecting the Club, or to run facets of Club programming on behalf of the Board.

3.19 The Board will appoint a standing Audit Committee<sup>7</sup> to review the financial information with the Treasurer on an annual basis.

### **Financial Management**

3.20 The management of the Club financial matters shall be conducted by the Board. Financial data shall be recorded and kept. Financial report will be presented at the AGM.

### **Indemnification**

3.21 The Club will indemnify and hold harmless out of the funds of the Club each Board member 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 judgement, which may arise or be incurred as a result of occupying the position or performing the duties of a Board, and any individual who acts at the Corporation's request in a similar capacity.

## **Article IV: MEETINGS OF MEMBERS**

4.1 Meetings of Members shall include Annual General Meetings and Special General Meetings. A minimum of 21 days' notice is to be provided for general or special meetings.

4.2 The Annual General Meeting (AGM) shall be held once per year and shall be normally held at the end of regularly scheduled programming.

4.3 Special Meetings of the Membership may be called at any time by the Board or as petitioned to the Board by a minimum of 5% of the membership. Special Meeting notification shall include all business to be transacted at that specific meeting.

### **Voting at Meetings of Members**

4.4 All members in good standing have the right to vote on all business conducted at Member meetings. Members over the age of 18 years have one (1) vote; members under the age of 18 years, one (1) member's designate is allowed to carry the vote on behalf of that member.

4.5 At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring the votes are properly cast and counted.

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<sup>7</sup> Recommendation: to write a terms of reference for the Standing Audit Committee

4.6 Ordinary business of the Club shall be decided by majority vote of the membership.

4.7 Proxies are permitted for annual or special meetings of the membership. Only a member or member's designate eligible to vote can issue a proxy submitted direct to the board. The Club will make available a proxy ballot. The form must include detailed options for instructing the proxy relevant to the meeting agenda. The signed form must clearly indicate the member, and proxy instructions. A member or a member's designate may hold a maximum of 3 proxies.

#### **Article V: QUORUM**

5.1 The quorum for the Member Meetings shall be 20% of the membership. In absence of quorum, the Membership Meeting and any elections will be postponed to a later date.

#### **Article VI: AMENDMENTS TO CONSTITUTION & BYLAWS**

6.1 Any changes to the Constitution and Bylaws shall only be made after approval by a two-thirds majority vote of the membership present at the general meeting. Amendments to the Constitution and Bylaws can only be moved by members in good standing.

6.2 Amendments to the constitution and bylaws which have passed will be effective immediately upon adjournment of the meeting, unless otherwise specified in the motion.

6.3 The Board shall be permitted to make any of the following changes to the Constitution or Bylaws in the name of regular upkeep which shall not require notification to approval of the Membership:

- a. Correction of errors in spelling, grammar, formatting, typography.

#### **Article VII: DISSOLUTION**

7.1 Upon the dissolution of the Club, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.