

Ukulele Club of Winnipeg Constitution

1.Name

- 1.1. The organization shall be called Ukulele Club of Winnipeg (UCW), hereafter referred to as the 'Club'

2.Aims and Objectives

- 2.1. To promote the playing, enjoyment and appreciation of the ukulele in Winnipeg, in Manitoba and in the surrounding areas.
- 2.2. To host at least one monthly ukulele Strum and one ukulele performance event (Open Mic).
- 2.3. To showcase Winnipeg, Manitoba and surrounding area ukulele talent.
- 2.4. To provide ongoing communication with club members through a Club website, newsletter or other social media to extend access to activities/events and information.

3.Membership

- 3.1. The Club shall be open to everyone who shares our aims and objectives.
- 3.2. Members shall be entitled to receive notice of and attend the Annual General Meeting, stand for office, and vote in elections.
 - 3.2.1.Membership Dues run concurrent with the fiscal year (September 1 – August 31). Annual fees will be determined by the board.
- 3.3.A list of members will be updated and maintained for communication purposes and emergency use.

4.Officers and Committee

- 4.1. The administration of the Club shall be a Board of Directors consisting of elected members from its membership as outlined in subsection (3.2) and non-elected members as outlined in subsection (4.4)
- 4.2.Board Member Job Description
 - 4.2.1.1.Regularly attend Board meetings and important related meetings
 - 4.2.1.2. Make serious commitment to participate actively in committee work
 - 4.2.1.3. Stay informed about Board matters, prepare for meetings and review and comment on minutes and reports
 - 4.2.1.4. Get to know other committee members and build a collegial working relationship that contributes to consensus.
 - 4.2.1.5. Participate in Club fund-raising activities
 - 4.2.1.6. Other duties as assigned
- 4.3.The Board of Directors shall consist of an Executive Committee;
 - 4.3.1. **President**
 - 4.3.1.1. The President shall be responsible for the successful leadership and management of the Club
 - 4.3.1.2. Serves as primary spokesperson of the organization
 - 4.3.1.3. Represent the Club at community activities to enhance the Club's community profile

Ukulele Club of Winnipeg Constitution

- 4.3.1.4. Chair the meetings, prepare meeting agendas and supporting materials
- 4.3.1.5.** Oversee the planning, implementation, execution and evaluation of special projects
- 4.3.1.6. Play a lead role in fund-raising activities
- 4.3.1.7. At their discretion, the President and Vice-President can operate as co-Presidents.

4.3.2. Vice-President

- 4.3.2.1. This position is typically successor to the President position.
- 4.3.2.2. Perform Chair duties when the President cannot be available
- 4.3.2.3. Participate closely with the President to develop and implement office transition plans

4.3.3. Secretary

- 4.3.3.1. Maintains records of the Board and manages the Club's records
- 4.3.3.2. Manages minutes of meetings and resolutions of members
- 4.3.3.3. Ensures distribution of minutes to members shortly after meetings
- 4.3.3.4. Be familiar with legal documents (articles, bylaws, etc.) to note applicability during meetings

4.3.4. Immediate Past President

- 4.3.4.1.** A position typically filled by the outgoing President(s) to provide continuity and permanency of vision.

4.3.5. Treasurer

- 4.3.5.1. Manages Club finances
- 4.3.5.2. Administers fiscal matters for the Club
- 4.3.5.3. Provides annual financial statement to the Board for members approval
- 4.3.5.4. Ensures development and Board review of financial policies and procedures

- 4.4. The Board shall also include the following Officers with full voting privileges:

4.4.1. Musical Director

- 4.4.1.1. Source and/or stand in as 'Strum Host'
- 4.4.1.2. Organize and conduct subgroups (e.g. performing groups or special interest)
- 4.4.1.3. Liaises with committees and other organizations as needed and/or as requested by the Executive.

4.4.2. Directors At Large

- 4.4.2.1. Appointed from current Club members who have shown a continued dedication to the Club aims and objectives.
- 4.4.2.2. Appointment
 - 4.4.2.2.1. Annually, with the recommendation of the Board nominating committee, the Executive Committee will consider potential candidates and may nominate one (1) or more individuals for a Director At Large position

Ukulele Club of Winnipeg Constitution

- 4.4.2.2.2. The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for consideration.
 - 4.4.2.2.3. A simple majority vote of directors in attendance at a meeting at which quorum is present is enough to approve an appointment.
 - 4.4.2.3. Shall have a mandate to provide continuity and be a resource for the incoming Board of Directors and have similar authority and responsibilities as other Board members in maintaining the integrity of the Club.
 - 4.4.2.4. Serve as a liaison and spokesperson on behalf of Club members
 - 4.4.2.5. Liaises with committees and other organizations as needed and/or as requested by the Executive.
 - 4.4.2.6. Liaises with Directors and Executive to ensure the smooth function and promotion of the business of the Club.
 - 4.4.2.7. Submits agenda materials to the Executive for information.
 - 4.4.2.8. Provides leadership on the Board of Directors by participating in and/or chairing standing and/or ad hoc committees.
- 4.4.3. Director Emeritus**
- 4.4.3.1.** Nominated from and elected by the Board of Directors
 - 4.4.3.1.1.** Candidates will have served the Board with distinction and excellence and considered deserving of same for outstanding service. In order to be eligible for consideration a person must be a current or former member of the Board of Directors who;
 - 4.4.3.1.1.1.** Has served the UCW Board with distinction
 - 4.4.3.1.1.2.** Has held a leadership role, and has made or continues to make significant contributions
 - 4.4.3.1.1.3.** Engaged in major volunteer or advocacy activities in service on the Board
 - 4.4.3.1.1.4.** Completed the term(s) for which they were appointed
 - 4.4.3.2.** Shall not be counted in determining if a quorum is present at a meeting
 - 4.4.3.3.** Eligible to hold office, taking on the duties and responsibilities of the portfolio.
 - 4.4.3.4.** Eligible to vote at any Board meeting
 - 4.4.3.5.** Appointment
 - 4.4.3.6.** Annually, with the recommendation of the Board nominating committee, the Executive Committee will consider potential candidates and may nominate one (1) or more individuals for a board emeritus position.

Ukulele Club of Winnipeg Constitution

4.4.3.6.1. The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for consideration.

4.4.4. Webmaster.

4.4.4.1 The webmaster is nominated by the Executive Committee from among qualified candidates who demonstrate knowledge in web design/ web modifications

4.4.4.2. The webmaster will make changes to the content of the UCW website (ukuleleclubofwinnipeg.com) as recommended by the Executive, or as deemed relevant by the webmaster in the best interests of the UCW.

4.4.4.3, the webmaster will liaise with the web designer on behalf of the UCW for relevant issues. The Web designer is a company which is paid to host the site, back up the content to secure storage spaces and ensure continuous web functionality.

4.4.4.4 The webmaster will be eligible to vote at board meetings as full member of the Executive

4.4.5 The Community Liaison Director.

4.4.5.1 The director is nominated by the Executive Committee from among candidates who have expressed an interest to promote the UCW in the greater community. This is done by means of liaising with groups, such as but not limited to, personal care home staff or schools, to schedule group strum sessions to be performed at those locations, for the enjoyment of the residents / students, other.

4.4.5.2 The director will liaise with requests for strum sessions at suitable outgroup sites which are mediated through the UCW website, by telephone, by email or by other means.

4.4.5.3 the director will contact UCW members about the play list, location, time and dates of those sessions or practice sessions to prepare for a performance at the outgroup locations.

4.4.5.4. the director will liaise with ukulele clubs located in Winnipeg (but not affiliated with the UCW), or those located geographically outside Winnipeg, to promote possible relationships with those groups, as well as other outgroup initiatives, as deemed to be in the best interest of the UCW.

4.4.5.5. The director will be eligible to vote at board meetings as a full member of the Executive.

4.5. A majority vote of directors being present at a meeting at which quorum achieved is enough to approve an appointment.

4.6. The Board shall meet as often as necessary, typically bi-monthly (every two months).

4.7. Quorum for a Board Meeting shall be two (2) Executive and two (2) Directors.

Ukulele Club of Winnipeg Constitution

4.8. The Board shall appoint Ad Hoc committees as needed for the direction of the Club.

5. Bylaws

- 5.1. An Annual General Meeting (AGM) of the Club shall be held to receive the annual report, statement of accounts, and to transact any other Club business no later than 60 days from the end of the fiscal year which shall run from the first day of September through the last day of August.
- 5.2. A General Meeting of the Club may be held at any time by request of the Board.
- 5.3. Fourteen days' notice shall be given to all members of any General Meeting, and of the business to be transacted thereat. If any resolutions are proposed for debate, the substance of each shall be included as part of the notice, together with the names of the proposer and seconder.
- 5.4. The quorum for a General Meeting shall be three (3) Executive members, three (3) Directors and three (3) other club members.
- 5.5. Members unable to attend General Meetings may submit a proxy vote no later than forty-eight (48) hours prior to the meeting.
 - 5.5.1. Members submitting proxy votes must clearly indicate their intentions; yes, no or abstention, for each item being voted on.
- 5.6. Resolutions passed at any General Meeting shall be binding on all members. Resolutions shall be carried or defeated by majority vote of the members, except that resolutions to amend this constitution shall require a 3/4 (75%) majority.
- 5.7. Voting on resolutions shall be by a show of hands of the members present.
 - 5.7.1. Votes shall be tallied with the proxy votes received to determine whether resolution is carried or passed.
- 5.8. Unless the articles, bylaws or a unanimous member agreement provide otherwise, the Board, by resolution, may make, amend or repeal any bylaws that regulate the activities of the Club.
 - 5.8.1. Pursuant to Section 5.3. bylaws affected by this article must be submitted to the Club for a vote within 2 weeks of the Board resolution
- 5.9. The Board shall submit a bylaw, or an amendment or a repeal of a bylaw, made pursuant to section (5.8) to the members at the next meeting of members and the members by ordinary resolution (5.6) may confirm, reject, or amend the bylaw, amendment or repeal.
- 5.10. A bylaw, or an amendment or a repeal of a bylaw, is effective from the day of the resolution of the Board pursuant to subsection (5.8) until it is confirmed, as amended or rejected by the members pursuant to subsection (5.9) or until it ceases to be effective pursuant to subsection (5.11) and, where the bylaw is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.
- 5.11. Amendments to bylaws can be made at any Club meeting pursuant to subsection
 - 5.11.1. (5.3) and must contain the following information;

Ukulele Club of Winnipeg Constitution

- 5.11.2. Article and Section for Amendment
- 5.11.3. Section Exactly as worded
- 5.11.4. Proposed Bylaw Amendment
- 5.11.5. Rationale for Amendment
- 5.12. Any member entitled to vote at a meeting of members may make a proposal to make, amend or repeal a bylaw as outlined in subsection (5.12).
- 5.13. All meetings shall use Robert's Rule of Order.
- 5.14. Minutes of all general meetings shall be made available for members to review by way of distribution on paper or on the UCW's website.

6. Elections

- 6.1. Elections shall be held annually at the AGM using Robert's Rules of Order.
- 6.2. The out-going Board President, Vice-President and Secretary shall function as returning officers.
- 6.3. Only members in good standing, as defined in subsection 3.2, can stand for office.
- 6.4. Term Limits:
 - 6.4.1. Members elected onto the Board shall serve a term of two years.
 - 6.4.2. Vice-President and Treasurer shall be voted in odd years
 - 6.4.2.1.1. President and Secretary shall be voted in even years.
 - 6.4.3. In the event of an incomplete term the Past President shall step in until an election for the vacated position can be completed.
- 6.5. Nominations;
 - 6.5.1. Nominations shall be accepted from the floor of the AGM only
 - 6.5.2. Nominations do not have to be seconded
 - 6.5.3. Any member can nominate themselves
 - 6.5.4. A member shouldn't offer more than one nomination to a position
 - 6.5.5. A member can rise and decline the nomination during the nominating process
 - 6.5.6. Nominations are taken for successive offices in the order they are listed in the bylaws
 - 6.5.7. Nominations will close when no further nominations come forward from the assembly
 - 6.5.8. All nominated members will be given the opportunity to present their thoughts and ideas on why they are seeking to hold office
- 6.6. Voting:
 - 6.6.1. Voting shall be on a 'one member-one vote' basis taken from a list of eligible members as defined in subsection (3.2).
 - 6.6.2. Voting shall be by secret ballot with members writing the name of their choice on the ballot given to them by the returning officers and placed in the ballot receptacle once completed.
 - 6.6.2.1. In the event of *Force Majeure* circumstances requiring a virtual meeting voting may be altered to show of hands to facilitate the process.
 - 6.6.3. A member has the right to vote until the polls are closed. A late-arriving member can only vote with other members' consent by majority vote.

Ukulele Club of Winnipeg Constitution

6.7.Counting Ballots:

- 6.7.1.Blank votes are treated as scrap paper and do not count at all
- 6.7.2. Illegal votes cast by legal voters count towards the total vote count but they do not count for any individual choice or candidate. Illegal votes are;
 - 6.7.2.1.Unintelligible ballots
 - 6.7.2.2.Ballots cast for ineligible candidates
 - 6.7.2.3. Two or more marked ballots folded together (together they count as one illegal ballot)
- 6.7.3. Once the votes are counted the returning officers shall read aloud to the membership the complete report of the vote counts concluding with a formal declaration of the result.
- 6.7.4. The entire ballot counters report shall be included in the minutes of the meeting.

7.Finance

- 7.1. The Club shall be a not-for-profit organization which relies on dues, donations, grants and income from events to enable it to pursue its objectives.
- 7.2. Income from Club bookings or grants shall be earmarked as Club monies.
- 7.3. Any money obtained should be used for the purposes outlined in Section 2.0.
- 7.4. A bank account shall be set up and maintained in the name of "Ukulele Club of Winnipeg"
- 7.5. The control of finances shall be vested in the office of the Treasurer
- 7.6. Three members of the Executive Committee will be noted as signatories for the bank account – Treasurer, President and Immediate Past President.
- 7.7. Cheques need to be signed by two of the signatories
- 7.8. Members of the Executive Committee shall be entitled to be recompensed for all reasonable expenses incurred in the furtherance of the aims of the Club but that wherever possible all expenditures should be approved in advance by the Board.
- 7.9. A full set of accounts should be presented to members at the AGM each year.
- 7.10. All income and property of the Club shall be applied solely towards the aims of the organization, and no portion thereof shall be paid by way of profit or remuneration to any member of the organization – except that a member may be reimbursed for expenses incurred by approval of the Board of Directors.

8.Dissolution

- 8.1. In the event that the Club should be for any reason dissolved all assets shall be liquidated and, subject to the satisfaction of all debts, remaining monies shall be given over to Winnipeg Arts Council with the direction that the funds be used towards furthering ukulele studies within Manitoba.

Previous Amendments:

October, 2021 (by zoom during pandemic)

October 29, 2023

October 26, 2025