

Ukulele Club of Winnipeg Constitution

1.0 Name

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

2.0 Aims and Objectives

- 2.1 To promote the playing and appreciation of the ukulele in Winnipeg, in Manitoba and in the surrounding area.
- 2.2 To host at least one monthly ukulele jam and one ukulele performance event every three months (see appendix i).
- 2.3 To showcase Winnipeg, Manitoba and surrounding area ukulele talent by producing a biennial ukulele festival.
- 2.4 To maintain a Club website and other social media to further expand the Club's community profile.

3.0 Membership

- 3.1 The Club shall be open to anyone who shares our aims and objectives regardless of musical competency, age, gender, race, religion, or sexual orientation.
- 3.2 Members shall be entitled to receive notice of, attend and vote at all meetings of the Club, stand for office, vote in elections and attend the Annual General Meeting.
 - 3.2.1 Membership Dues run concurrent with the fiscal year.
 - 3.2.1.1 \$20.00 for new members.
 - 3.2.1.2 \$10.00 for renewing members.
 - 3.2.2 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members.
- 3.3 A list of members shall be kept for communication purposes and emergency use.

4.0 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 Be an active participant in the Board's annual evaluation and planning efforts

Ukulele Club of Winnipeg Constitution

- 4.2.1.6 Participate in Club fund-raising activities
- 4.2.1.7 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
 - 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
 - 4.3.2 **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 ensure effective management of the Club's records
 - 4.3.3.2 Manage minutes of meetings and resolutions of members
 - 4.3.3.3 Ensure distribution of minutes to members shortly after meetings
 - 4.3.3.4 Be sufficiently familiar with legal documents (articles, bylaws, etc.) to note applicability during meetings
 - 4.3.4 **Immediate Past President**
 - 4.3.4.1 A position filled by the outgoing President to provide continuity and permanency of vision.
 - 4.3.5 **Treasurer**
 - 4.3.5.1 Manage Club finances
 - 4.3.5.2 Administer fiscal matters for the Club
 - 4.3.5.3 Provide annual financial statement to the Board for members approval
 - 4.3.5.4 Ensure 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 'Jam Host' for Club jams: (see Appendix 4.4.3.3.1.1 ii)
 - 4.4.1.2 Organize and conduct Ukestra and King Street Strummers practices.
 - 4.4.1.3 Selecting arrangements for rehearsals.

Ukulele Club of Winnipeg Constitution

- 4.4.1.4 Search for performance opportunities.
- 4.4.1.5 Serve as a liaison and spokesperson on behalf of Club members
- 4.4.1.6 Liaises with committees and other organizations as needed and/or as requested by the Executive.
- 4.4.2 **Director At Large**
 - 4.4.2.1 Shall be appointed from current UCW members who have shown a continued dedication to the furtherance of the UCW 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
 - 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 present 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 Ukulele Club of Winnipeg.
 - 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 other Directors and especially the President in order to ensure the smooth function and promotion of the business of the Association.
 - 4.4.2.7 Submits agenda materials to the President and Secretary for information.
 - 4.4.2.8 Demonstrates 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 Shall be 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

Ukulele Club of Winnipeg Constitution

- 4.4.3.1.1.2 Held an important leadership role, and 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 subject to any attendance policy
 - 4.4.3.3 Shall not be counted in determining if a quorum is present at a meeting
 - 4.4.3.4 Shall be entitled to hold office, taking on the duties and responsibilities of the portfolio.
 - 4.4.3.5 Shall be entitled to vote at any Board meeting
 - 4.4.3.6 Appointment
 - 4.4.3.6.1 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 board emeritus position.
 - 4.4.3.6.2 The Executive Committee will present the nomination(s) along with supporting statements to the Board of Directors for consideration.
- 4.5 A simple majority vote of directors present at a meeting at which quorum is present is enough to approve an appointment.
- 4.6 The Board shall meet as often as necessary, typically bi-monthly.
- 4.7 Quorum for a Board Meeting shall be two (2) Executive and two (2) Officers.
- 4.8 The Board shall appoint Ad Hoc committees as needed for the direction of the Club

5.0 Bylaws

- 5.1 An Annual General Meeting (A.G.M.) of the Club shall be held to receive the annual report, statement of accounts, and to transact any other Club business no later than 30 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) Directors, three (3) Officers and three (3) other members.
- 5.5 Members unable to attend General Meetings may submit a proxy vote to info@ukuleleclubofwinnipeg.com 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.

Ukulele Club of Winnipeg Constitution

- 5.6 Resolutions passed at any General Meeting shall be binding on all members. Resolutions shall be carried or defeated by simple 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 If a bylaw, an amendment or a repeal is rejected by the members, or if the Board do not submit a bylaw, an amendment or a repeal to the members as required pursuant to subsection (5.9), the bylaw, amendment or repeal ceases to be effective and no subsequent resolution of the Board to make, amend or repeal a bylaw having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members.
- 5.12 Amendments to bylaws can be made at any Club meeting pursuant to subsection
 - 5.12.1 (5.3) and must contain the following information;
 - 5.12.2 Article and Section for Amendment
 - 5.12.3 Section Exactly as worded
 - 5.12.4 Proposed Bylaw Amendment
 - 5.12.5 Rationale for Amendment
- 5.13 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)
- 5.14 All meetings shall use Robert's Rule of Order
- 5.15 Minutes of all meetings shall be posted online for all members to review.

6.0 Elections

- 6.1 Elections shall be held biennially at the AGM using Robert's Rules of Order.
- 6.2 The out-going Committee 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

Ukulele Club of Winnipeg Constitution

- 6.4 Term Limits:
 - 6.4.1 Members elected onto the Committee shall serve a term of two year.
 - 6.4.2 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.
- 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.

7.0 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.

Ukulele Club of Winnipeg Constitution

- 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.

8.0 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.

Appendix i

- **Venues**
 - Our goal is to provide a reasonably central, accessible location within Winnipeg for in-person UCW events.
 - With consideration towards food and beverage service some venues may be subject to provincial liquor laws and not available to all members.
 - Performances are subject to promoter requirements
- **Monthly Jam** (Suspended as of March 2020)
 - The Club shall meet on the Third Tuesday of the month.
 - The start time shall be set for 6:30 pm.
 - The evening will be hosted by a 'Jam Host' (see Appendix ii)
 - The first half-hour will be devoted to learning a new song (or two) with the emphasis on songs with basic chords to encourage beginner's attendance and to foster continued growth in Club members' skills.
 - The latter part of the sessions will be requests from the UCW Song Book.
 - Song selection shall go clockwise around the table with each member given an opportunity to offer a choice or pass as they desire

Ukulele Club of Winnipeg Constitution

- **Strum & Suds** (as of October 2021)
 - The current venue for in-person events remains under review
 - Virtual Strum N Suds via Zoom hosted every second Sunday
 - The start time shall be set for 1:00 pm
 - The Strum & Suds will be hosted by a 'Jam Host' (see Appendix i)
 - Song selection shall be round-robin with each strummer given a turn to offer a choice or pass.
- **Workshops**
 - The Club shall endeavour to host at least one workshop every three months.
- **Open Mics**
 - The Club shall endeavour to host at least one Open Mic Nite every three months.
- Ancillary events will be announced through the Club newsletter and on the Club website: <http://www.ukuleleclubofwinnipeg.com>
- On occasion the Club plays at public venues. We aim to promote these events in Manitoba in general and in Winnipeg in particular. There may be restrictions on who can play with the Club depending on venue size and player's competency or familiarity with material.

Appendix ii

- **'Jam Host' responsibilities:**
- Ensure any handouts are formatted in a clear and easy to read style
- Provide direction for the Educational portion of the jam as outlined in section 7.2.3
- Highlight difficult or unfamiliar chords prior to song start
- Describe how to begin and end the song
- Provide tempo/count-in structure when requested

Last Amendments: September 26, 2021

Appendixes updated: October 08, 2021