

## **DRAFT Bylaws of the Ladysmith Yacht Club Society**

### **PART 1 – DEFINITIONS AND INTERPRETATION**

#### **Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Ladysmith Yacht Club;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Club**” means the Ladysmith Yacht Club;

“**Directors**” means the elected Directors of the Ladysmith Yacht Club;

“**Fiscal Year**” means the year ending December 31.

#### **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

#### **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

### **PART 2 – MEMBERS**

#### **Application for membership**

**2.1** A person may apply to the Board for membership in the Club, and the person becomes a member on the Board’s acceptance of the application.

## **Duties of members**

**2.2 (a)** Every member must uphold the constitution of the Club and must comply with these Bylaws.

### **2.2 (b) The classes of membership in the Club shall be:**

- i) Senior Membership(Single)
- ii) Senior Membership(Family)
- iii) Junior Membership
- iv) Student Membership
- v) Honorary Membership

**2.2(c)** Senior Membership (Single) means a member, nineteen years or more of age who shall have all the privileges of the Club, and shall be entitled to have a vote at all meetings of the club and shall be eligible to hold office and sit on the Board of Directors.

**2.2(d)** Senior Membership (Family) means a member and a spouse, one of which must be nineteen years or more of age and both shall have all the privileges of the Club, except that a family member younger than nineteen years of age would have Club privileges as if a Junior member and the family members of nineteen years of age or more both shall be entitled to vote at all meetings of the Club and both shall be eligible to hold office and sit on the Board of Directors.

**2.2(e)** Junior Membership means a member younger than nineteen years of age and is automatically granted to dependents of family members under conditions set down by the Board of Directors and will hold their Junior Membership as long as the Family Membership remains in good standing.

**2.2(f)** A Junior member, upon reaching the age nineteen, on application, may be granted Senior Membership at the discretion of the Board of Directors, and if granted such membership, will have any initiation fee waived.

**2.2(g)** Student Membership may, on application, at the discretion of the Board of Directors, be granted to a Junior Member who upon reaching nineteen years of age, attends a post-secondary educational institution as a full time student and will have all the privileges of the Club normally accorded to a Senior Member.

**2.2(h)** Student Membership may, at the discretion of the Board of directors, be changed to a Senior Membership and if granted such membership, will have any initiation fees waived.

**2.2(i)** Honorary membership may be granted at the discretion of the Board of Directors to honour members who foster the Club's development and such membership is entitled to the rights and privileges of a Senior Membership.

#### **Amount of membership dues**

**2.3(a)** The amount of the annual membership dues shall be determined from time to time by the members at a general meeting.

**2.3(b)** The Board of Directors shall set the initiation fees for new members from time to time.

#### **2.4 Cessation of Membership**

A person or persons shall cease to be a member of the Club:

a) By delivering their resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club.

b) on his or her death.

c) on being expelled.

d) when not in good standing for 9 months

### **Member not in good standing**

**2.5** A member is not in good standing if the member fails to pay the member's annual membership dues or any other subscription or debt due and owing by them to the Club and the member is not in good standing for so long as those dues or debt remain unpaid and such member shall not be included in the Club Roster.

### **Member not in good standing may not vote**

**2.6** A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.7** A person's membership in the Club is terminated if the person is not in good standing for 9 consecutive months.

### **2.8 Expulsion of a Member**

- a) a member may be expelled by a special resolution of the Members that is passed as a motion at a general meeting.
- b) the notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- c) the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to the vote

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1(a)** A general meeting must be held at the time and place the Board determines.

**3.1(b)** Members meetings for the purpose of fellowship, entertainment, information, consensus of opinion, or any other purpose not requiring a general meeting shall be held from time to time, but in any case, no more than three months shall elapse between meetings of members of the Club.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Club presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

**3.3** A notice of a general meeting must state the place, date and hour of the meeting and the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

### **Chair of general meeting**

**3.4** The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

- (i) the Commodore,
- (ii) the Vice-Commodore , if the Commodore is unable to preside as the chair, or
- (iii) one of the other directors present at the meeting, if both the Commodore and Vice-Commodore are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

**3.7** The quorum for the transaction of business at a general meeting is 22 voting members or 10% of the voting members, whichever is greater.

### **Lack of quorum at commencement of meeting**

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present;
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at a general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Club for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect directors, and

- (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting will be by a show of hands or by ballot, including ballots properly received by mail, fax or e-mail as prescribed by instructions contained in the notice of meeting for that general meeting. If, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The number of directors on the Board shall be a minimum of 3 to a maximum of 11 as may be determined from time to time by the members at a general meeting.



## **Election or appointment of directors**

- 4.2(a)** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.
- 4.2 (b)** Separate elections shall be held for each office to be filled and an election may be by acclamation.
- 4.2(c)** In exercising the powers and performing the functions of a director, a person must act honestly and in good faith and in the best interests of the Club; additionally, a person must exercise the care, diligence and skill of a reasonably prudent person.
- 4.2(d)** No rule, made by the Club in a general meeting, invalidates a prior act of the directors that would have been valid if the rule had not been made

## **Directors may fill casual vacancy on Board**

- 4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

# **PART 5 – DIRECTORS' MEETINGS**

## **Calling directors' meeting**

- 5.1** A directors' meeting may be called by the Commodore or by any 2 other directors.

## **Notice of directors' meeting**

- 5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

## **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they see fit

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **Conflict of Interest**

**5.6** The Directors must comply with the requirement of the Act in relation to conflicts of interest and may seek guidance from the Club's Conflict of Interest Policy.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

**6.1(a)** Directors must be elected or appointed to the following Board positions, and a director, other than the Commodore, may hold more than one position:

- (a) Commodore;
- (b) Vice-Commodore;
- (c) Secretary;
- (d) Treasurer;
- (c) Rear Commodore;
- (d) Fleet Captain;
- (e) Staff Captain;
- (f) Immediate Past Commodore;
- (g) Planning Director.

**6.1(b)** All the above Directors, except the Planning Director, shall be Flag Officers who are entitled to fly their respective flags, and all Past Commodores may fly the Past Commodore's flag.

### **Directors at Large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at Large.

### **Role of Commodore**

**6.3** a) The Commodore is the chair of the Board and is responsible for supervising the other directors in the execution of their duties and the Commodore is a member Ex Officio of all Committees.

b) The Commodore is the Chief Executive Officer of the Club and shall supervise the other officers in the execution of their duties, and it is her/his duty to enforce the By-Laws, rules and regulations.

### **Role of Vice-Commodore**

**6.4** a) The Vice Commodore shall carry out the duties of the Commodore during her/his absence, and assist that officer in the discharge of his duties.

b) The Vice Commodore shall, unless otherwise directed by the Directors, be chairman of the Junior Programme Committee.

c) The Vice Commodore or her/his delegate shall, unless otherwise directed by the Directors, act as the point of contact between the Club and the Power and Sail Squadron and other similar bodies

d) fulfill other duties as assigned by the Commodore

### **Role of Secretary**

**6.5** The Secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Club in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Club and making any other filings with the registrar under the Act;

(f) maintain the Register of Members;

g) fulfill other duties as assigned by the Board.

### **Absence of Secretary from meeting**

**6.6** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

### **Role of Treasurer**

**6.7** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Club's financial transactions;
- (c) preparing the Club's financial statements;
- (d) under the direction of the Board manage the Club's investment portfolio;
- (d) making the Club's filings respecting taxes;
- (e) in conjunction with the Commodore responsible for developing the Club's Annual Budget;
- f) fulfill other duties as assigned by the Board.

### **Role of the Rear Commodore**

**6.8** The Rear Commodore shall:

- (a) carry out the duties of the Commodore during the absence of both the Commodore and Vice Commodore, and assist these officers in the discharge of their duties;
- (b) unless otherwise directed by the Directors, be chairperson of the Membership Committee;
- (c) manages the reciprocal moorage program;
- (d) fulfill other duties as assigned by the Board.

## **Duties of the Fleet Captain**

**6.9** The Fleet Captain shall:

- (a) unless otherwise directed by the Board, develop and manage the Club's annual sail racing program and when appropriate, chair a racing committee;
- b) fulfill other duties as assigned by the Board.

## **Role of the Staff Captain**

**6.10** The Staff Captain shall:

- (a) unless otherwise directed by the Board, develop and manage the Club's annual cruising program and schedule and when appropriate, chair a cruising committee;
- (b) fulfill other duties as assigned by the Board.

## **Committees**

**6.11** The Board may establish committees from time to time as it sees fit and appoint committee chairpersons and from time to time, set or change the responsibilities and terms of reference of those committees. The key committees are: Bar, Clubhouse and Dock Maintenance, Clubhouse Interior, Flags and Regalia, Club History, Membership, Social and Council of B.C. Yacht Clubs.

**6.12** At the request of the Commodore, all committee chair persons will attend Board meetings as non-voting participants and all committee decisions are subject to the approval of the Board.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Club to pay to a director remuneration for being a director, but the Club may, subject to the Act, pay remuneration to a director for services provided by the director to the Club in another capacity.

### **Signing authority**

**7.2** A contract or other record to be signed by the Club must be signed on behalf of the Club

- (a) by the Commodore, together with the Treasurer or the Vice-Commodore,
- (b) if the Commodore is unable to provide a signature, by the Vice-Commodore together with the Treasurer or the Secretary,
- (c) in any case, by one or more individuals authorized by the Board to sign the contract or record on behalf of the Club.
- (e) no signing authority is granted to any combination of Commodore, Vice Commodore, Treasurer or Secretary or individual authorized by the Board in the event of conflict of interest.

### **Borrowing**

**7.3** In order to carry out the purposes of the Club, the Board may, subject to the approval of the Members at a general meeting, on behalf of and in the name of the Club, borrow money and also raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.

**7.4** No debenture shall be issued without the sanction of a money motion approved at a general meeting by the Members.

**7.5** The Members may, by a motion approved at a general meeting, restrict the borrowing powers of the Board but a restriction imposed expires at the next Annual General Meeting.

### **Auditor**

**7.6** The Club shall have an Auditor

**7.7** At each Annual General meeting, the Club shall appoint an auditor to hold office until re-elected or his or her successor is elected at the next Annual General meeting.

- 7.8`** An auditor may be removed by a motion of the members at a general meeting.
- 7.9** An auditor shall be informed forthwith in writing of appointment or renewal.
- 7.10** No director, employee or member of the Club shall be the auditor.
- 7.11** The auditor may attend general meetings.

## **PART 8 – PREVIOUSLY UNALTERABLE PROVISIONS FROM CONSTITUTION**

- 8.1** (a) The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes.

(b) Division: In case of organic division of the Society membership, the Society property shall belong to those members who abide by the Constitution and By-laws of this Society as registered with the Societies Act in Victoria.

(c) Dissolution: Should conditions arise that the Society cannot continue, Society property shall be transferred to a committee of trustees appointed by the Society for that purpose, providing for the payment, transfer and delivery of the assets remaining after all debts have been paid or provision for payment has been made to a recognized Canadian Charitable organization.

These provisions were previously unalterable.

## **PART 9 – NOTICE TO MEMBERS**

- 9.1** A notice may be given to a member either personally, or by mail at his registered address, or by e-mail to the e-mail address advised by members from time to time.

- 9.2** A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that said notice has been given, it is sufficient to prove only that the notice was properly addressed and put in a Canada Post Office receptacle.

**9.3** a) Notice of a general meeting shall be given to:

i) every member shown on the Register of Members on the day that notice is given, and

ii) the auditor

b) No other person is entitled to receive notice of a general meeting

c) Notice of a general meeting shall be given not less than 14 days prior to the date of the meeting.

## **PART 10 - BYLAWS**

**10.1** On being admitted as a member of the Club, each member is entitled to the By-Laws, and the club shall supply to that member, without charge, a copy of the Bylaws of the Club.

**10.2** These By-Laws shall not be altered or added to without a motion of the members at a general meeting.

**END**

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