

1.1 In these Bylaws, unless the context otherwise requires,

- i. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
- ii. "Registered address" means the address of a Member as recorded in the Register of Members;
- iii. The definitions in the Society Act on the date these Bylaws became effective apply to these Bylaws.

1.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

1.3 Interpretation of these Bylaws, and any rules or regulations made hereunder shall, in the case of dispute, be decided by the Executive, whose decision shall be final.

## PART 2 - MEMBERSHIP

2.1 Membership in the Society may be applied for on the authorized application form duly signed by the sponsor, seconder and applicants, and shall be accompanied by any applicable initiation fee. The sponsor and the seconder must be Senior or Honorary Life Members in good standing as hereinafter described. The Membership Director shall receive and consider all applications. Applications will be considered in the order they are received by the Director and all applications shall be posted on the Society notice board for a period of seven (7) days, during which period Senior and Honorary Life Members in good standing may register their disapproval in writing to the Executive if they consider that the applicant's membership will be contrary to the best interests of the Society. On expiration of the posting period, the Executive shall consider the application and grant membership by a majority vote of the Executive.

2.2 No reason for denial of membership need be given.

2.3 Upon acceptance into the Society the new Member will be notified by the Membership Director of the acceptance. Upon receipt of current dues, a new Member will be issued a member's card and a current copy of the Society Annual containing a membership roster and the Society Bylaws.

2.4 The membership of the Society shall consist of: Senior Members, Honorary Members, Honorary Life Members, Intermediate Members, Junior Members, Corporate Members, and Affiliate Members. When a Membership involves more than one person, they shall designate the individual to receive all Society notices, publications and communications on behalf of the Membership. Members are, however, equally liable to the Society.

2.5 Senior Member: Senior Membership is granted to adults 19 years of age or over, who are single, or a couple in a spousal, common law, or similar relationship, provided the full dues and initiation fee have been paid. A Senior Membership shall be entitled to all the privileges of the Society; however, only one vote per Senior Membership is permitted at General Meetings.

2.6 Honorary Member: The Executive shall have the power to elect for the current fiscal year as Honorary Members, such officers or representative members of other clubs, or persons of special distinction as may seem to it desirable. Honorary Members shall be entitled to all the privileges of the Society except that they shall not be eligible to vote or hold office, nor shall they have any proprietary rights in the assets of the Society.

2.7 Honorary Life Member: Membership in this category shall be confined to Senior Memberships where the age of nominee and the sum of their years of membership in the society exceed 100. Nominees must have demonstrated exceptional, meritorious and lasting service to the Society. Nominees for Honorary Life Membership must be nominated by two or more senior members

stating the nature of past service to the society. Prior to approving or rejecting the nomination the executive will seek input from current Honorary Life Members and a representation of past commodores. The executive is required to consider the financial implications of appointing an additional Honorary Life Member and is not required to make such an appointment in any given year, but may approve no more than one Honorary Life Membership per year. Duly appointed Honorary Life Members shall not pay dues, but shall enjoy the privileges of Senior Membership, including the right to vote and hold office, and for all practical purposes shall be deemed a Senior Membership with the same rights and restrictions.

**2.8 Junior Member:** A Junior Member is a person eighteen (18) years of age or under, who may be accepted for Junior Membership if the applicant furnishes with his/her application and annual dues his/her parent or guardian's written consent and agreement that they will be responsible for his/her actions and liabilities, and the sponsor agrees to accept responsibility for the Junior Member's behaviour and well being while on the Society's property, and during Society organized activities. The Junior Membership year runs from 1 June to 31 May. Annual dues are equal to 25% of the Senior Membership dues, and there is no Initiation Fee.

2.9 A Junior Member shall enjoy the privileges of the Society within the framework set by the Society and any modification the Executive may from time to time prescribe. However, Junior Members are not eligible to vote or hold office in the Society, nor shall they have any proprietary rights in the assets of the Society.

2.10 A Junior Member may apply for Senior or Intermediate Membership upon reaching his/her 19th birthday as set out in Part 2.1. Provided a Junior Member progresses to either Intermediate or Senior Membership within one year of ceasing to be a Junior Member, no initiation fee will be payable.

2.11 The Junior Members may elect officers, establish Junior Bylaws and shall submit records and minutes of their monthly

meetings and annual meetings to the Executive of the Society for acceptance. Any such Junior Bylaws and amendments thereto must be approved by the Executive Committee.

**2.12 Intermediate Member:** An Intermediate Membership is granted to adults between the ages of 19 and 39 inclusive, who are single, or a couple in a spousal, common law, or similar relationship, provided the full dues and any initiation fee have been paid. The initiation fee and annual dues for members who join as Intermediate Members will have their initiation fee and subsequent annual dues, set in accordance with the age of the applicant(s) as at the date of the application as follows:

<u>Age</u>	<u>% of Senior Membership Initiation Fee and Subsequent Annual Dues</u>
19-24	25%
25-29	40%
30-34	60%
35-39	80%

Where the Intermediate Membership Application involves more than one applicant, the age of the older applicant will be used for determining the applicable percentage for calculating the Initiation Fee and subsequent Annual Dues.

Intermediate Members shall enjoy all the privileges of the Society, have the right to vote or hold office in the Society, but shall not have any proprietary rights in the assets of the Society.

2.13 When Intermediate Member(s), or the first member of a couple, reaches the age of 40, they shall apply for Senior Membership as set out in Part 2.1. Provided the application is received within one year of ceasing to be an Intermediate Member, no further Initiation Fees shall be payable.

**2.14 Affiliate Member:** An Affiliate Membership is granted to adults 19 years of age or older, who are single, or a couple in a spousal, common law, or similar relationship, provided the full dues have been paid, and is restricted to parents of Junior Members. This is a one time only,

temporary membership. Parents of Junior Members may extend their Affiliate Membership for up to five years in total, provided one of the members of their household remains a Junior Member.

2.15 Affiliate Members pay no initiation fee, and annual dues are 50% of Senior Membership dues. The annual dues are a fixed fee and are not prorated over the membership year. The Affiliate Member membership year is the same as the Junior Membership year. Affiliate Members shall enjoy the privileges of the Society, but shall not have the right to vote or hold office in the Society, nor shall they have any proprietary rights in the assets of the Society.

2.16 Corporate Member: Corporate Membership shall be governed by the following:

- i) Corporate Membership shall be open to any business entity (corporation, partnership, sole proprietorship etc.);
- ii) Fees payable by a Corporate Member shall be 150% of the Senior Membership initiation fees and annual dues;
- iii) Corporate Members shall have the right to designate up to three corporate representatives who will be issued membership cards, which shall be valid as long as the Corporate member is in good standing;
- iv) Corporate Member Representatives shall not have the right to vote or hold office and shall not have any proprietary rights in the assets of the Society but may serve on Club committees and volunteer.

2.17 Auxiliary: There may be an auxiliary whose members shall be Senior and Honorary Life Members. The Auxiliary will be an integral part of the Society and shall be autonomous to the extent of having its own Bylaws, which must be approved by the Executive.

2.18 Resignation from Membership: Any Membership wishing to resign from the Society shall give written notice to that affect to the Membership Director. Any such resignation shall be effective upon acceptance by the Executive. Memberships may resign and Senior Memberships may go on Demit status. Memberships on Demit do not enjoy any of the Society privileges,

but stay on the Society roster and may be reinstated on payment of a fee equal to 25% of the annual dues, provided their absence does not exceed two years. If at the end of the two years they have not notified the Society that they wish to be reinstated and paid the reinstatement fee, they will be removed from the Society roster. All Memberships shall continue to be liable for all indebtedness incurred by the Membership to the Society.

2.19 Forfeiture of Membership: Any Membership infringing any Bylaws or regulation of the Society, or behaving in an unseemly or unsportsmanlike manner may, after a hearing by a Committee of at least three Flag Officers, be requested to resign, or may be liable to suspension or expulsion by the Executive Committee. Any Membership subject to any of the above measures shall have the right to appear before the Committee for a second hearing.

2.20 Minor infractions of the Bylaws, regulations or rules, may be dealt with by a Committee of three (3) Flag Officers, who may caution or reprimand the offending Member and they shall report their actions to the Executive.

2.21 Any Membership which is Delinquent (see para 3.2), or ceases to be a Member shall forfeit all right or claim in or to the Society's assets, and no person who is Delinquent, or has been expelled or struck off as a defaulter, and not restored to membership, shall be admitted to the Society or to any of its activities. However, any Member who has resigned or been struck off as a defaulter may be readmitted to membership by the Executive Committee upon payment of dues and/or fees or otherwise as it may deem proper. Initiation fees may be waived for reinstatement of a Member who was in good standing at the time of resignation.

2.22 All Members, including those on Demit, are in good standing except a Membership which has failed to pay the current annual membership dues or any other subscription or debt due and owing by the Membership to the Society, and is not in good standing so long as the debt remains unpaid. If any Membership is in default of any monies due

and owing for 90 days the Executive Committee may revoke the Membership.

2.23 No Member shall operate a commercial enterprise at or from the Society property nor shall any Member moor a commercial vessel at the Society property, unless authorized in writing by the Executive.

### PART 3 - DUES AND INITIATION FEES

3.1 The initiation fees and annual membership dues shall be determined at a General Meeting of the Society.

3.2 Senior Membership, Intermediate Membership and Corporate Membership dues are payable in advance on the 1st day of October in each and every year. Junior and Affiliate Membership dues are payable in advance on the 1st day of June in each and every year. Members who have not paid their annual dues are not entitled to any of the Society's privileges until their dues have been received by the Society. Each Membership will be notified thirty (30) days prior to the due date. All dues not paid within sixty (60) days of the due date will be declared delinquent and the names of all Memberships whose dues are delinquent may be posted on the notice board by the Executive. Delinquent Memberships shall cease to be members if they have not paid all dues and late payment fees within 90 days of the original due date. Two percent (2%) interest per month (24% per annum) shall be charged on all overdue accounts.

3.3 Assessments may be levied on the Membership by a General Meeting of the Society to meet Society liabilities. Such assessments shall be deemed a proper debt owing to the Society immediately after notice of such assessment is sent out to the Membership.

3.4 The Executive Committee shall have the power upon good and sufficient reason to reduce, or suspend entirely, the dues or assessment of any Membership.

### PART 4 - EXECUTIVE

4.1 The Executive of the Society shall consist of five (5) Flag Officers, the Past

Commodore and eleven (11) Directors.

4.2 The Flag Officers are: Commodore, Vice Commodore, Rear Commodore, Fleet Captain and Staff Captain

4.3 The Directors are: Secretary, Treasurer, Membership, House, Bar and Food Services, Grounds & Docks, Communications, Entertainment, Education, Junior Program, and Reciprocity.

4.4 All Members of the Executive shall be Senior or Honorary Life Members in good standing.

### PART 5 - ELECTIONS

5.1 Nomination for the Executive may be made by any Senior or Honorary Life Member or by the Nominating Committee.

5.2 The Nominating Committee shall consist of the immediate Past Commodore, and four (4) Senior Members selected by the Executive Committee. At least three (3) Members of the Nominating Committee shall be boat owners.

5.3 Names of the Candidates selected by the Nominating Committee shall be made known to the general membership through the Newsletter and posted on the Society's bulletin board at least fourteen (14) days prior to the General Meeting called to elect the Executive.

5.4 Nominations other than those made by the Nominating Committee shall be given in writing to the Secretary and shall be posted on the Society's bulletin board at least seven (7) days prior to the General Meeting.

5.5 Nominations for office must be signed by the proposer, seconder and the nominee, all of whom must be Senior or Honorary Life Members in good standing.

5.6 If nominations for all of the officers have not been received as per 5.3 and 5.4 the Chairman shall permit Senior or Honorary Life Members in such offices, such nominations to be seconded and to be approved by the nominee.

5.7 The Executive shall be elected by secret

ballot at the General Meeting by a majority vote.

5.8 The Executive may at any time appoint a Senior or Honorary Life Member to the Executive Committee when there is a vacancy. Such appointee will only hold office until the next General Meeting called to elect the Executive.

5.9 The Flag Officers and Directors shall each serve for one year, from the adjournment of the meeting at which they are elected until the adjournment of the meeting at which their successors are elected.

#### PART 6 - DUTIES OF THE FLAG OFFICERS AND PAST COMMODORE

6.1 The Commodore

- (a) shall direct all operations of the Society in accordance with the Bylaws and Constitution of the Society as well as with the wishes of the membership as expressed in the minutes of the Annual General Meeting or General Meeting;
- (b) shall preside at all meetings of the Executive, call special meetings when necessary and be an ex-officio member of all committees;
- (c) shall with consent of the Executive, redefine and reassign the duties of the Directors other than those whose duties are set out in the Bylaws.

6.2 The Vice Commodore shall assist the Commodore with the discharge of his/her duties and in the absence of the Commodore, shall exercise all the powers and carry out all the duties of the Commodore.

6.3 The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties and in the absence of the Commodore and Vice Commodore, shall exercise all the powers of and carry out the duties of the Commodore and Vice Commodore.

6.4 The Fleet Captain shall supervise the sailboat activities of the Society and in the absence of the senior officers shall exercise all the power and carry out the duties of the

senior officers.

6.5 The Staff Captain shall supervise the power boat and cruising activities of the Society and in the absence of the senior officers shall exercise all the power and carry out the duties of the senior officers.

6.6 The Past Commodore shall provide assistance and guidance to all Flag Officers and Directors, shall chair the Nominating Committee and may take on additional support or advisory roles if desired.

#### PART 7 - DUTIES OF THE DIRECTORS

7.1 The Secretary shall be responsible for the custody of all Society records except those kept by the Treasurer and Membership Director, shall keep accurate records of the proceedings of all meetings in the minute book and shall be responsible for producing minutes of meetings upon the request of Members. The Secretary shall conduct the correspondence of the Society and shall be responsible for the filing of the Annual Report and Special Resolutions with the Registrar.

7.2 The Treasurer shall perform the duties of Society Treasurer, receiving all monies due and paying all accounts, subject to the approval of the Executive and in accordance with the auditor's recommendations. The Treasurer shall keep proper receipts, vouchers, cheques and accounts of all transactions.

7.3 The Membership Director shall maintain accurate member's records and shall manage all matters pertaining to the membership pursuant to Part 2 of these Bylaws.

7.4 The House Director shall be responsible for the maintenance, repair, cleaning, upkeep and security of the clubhouse.

7.5 The Bar and Food Services Director shall be responsible for managing the Bar and Food Services within pertinent government Acts and Regulations to meet the requirements of the members.

7.6 The Grounds and Docks Director shall

be responsible for maintaining the clubhouse grounds and the club dock.

7.7 The Communications Director shall support and manage Society technology (hardware, software and information systems - desktop, web and financial) and publications (including the Newsletter, Website content and Annual with assistance of editors), and promote the Society to the membership, media and community as directed by the Executive.

7.8 The Entertainment Director shall arrange and promote entertainment and formal events for the Society.

7.9 The Education Director shall arrange appropriate educational courses, talks and seminars for the benefit of the general membership.

7.10 The Junior Program Director shall encourage, organize and supervise the activities of the Junior Members of the Society and manage and run a junior sail training program. This Director is also responsible for managing the Society's dinghy fleet.

7.11 The Reciprocity Director shall monitor and control the use of the Society's club dock, communicate with and maintain reciprocity arrangements with other yacht clubs and maintain a list of reciprocal clubs along with their respective amenities, locations and contact information.

#### PART 8 - DUTIES AND POWERS OF THE EXECUTIVE

8.1 The Executive is responsible for the business, discipline and management of the Society subject to the provisions of the Society Act, Constitution, Bylaws and membership directions as expressed at the Annual General Meetings or General Meetings, and exercises all the powers of the Society. In particular the Executive shall be empowered to:

- (a) Institute such rules and regulations as it may deem necessary, provided such rules are not contrary to the Constitution, Bylaws or in conflict with the wishes of the membership as expressed in the minutes of the

Annual General Meeting or General Meetings;

- (b) Appoint such committees as are necessary;
- (c) Make, alter, vary and rescind from time to time as circumstances may require such rules and regulations with respect to the use of the clubhouse and other property of the Society and the location of the yacht berths and moorings in the Society anchorage. All rules made by the Executive shall be posted on the notice board;
- (d) The Executive shall not lease, sell or dispose of the real property of the Society without first obtaining approval by a Special Resolution of the Society;
- (e) The Executive shall meet at the call of the Commodore or any three members of the Executive Committee and the quorum for meetings of the Executive shall be seven (7) members of the Executive.

8.2 Should any member of the Executive be absent from all Executive meetings held in any two consecutive months without a satisfactory excuse, the members of the Executive may declare the position vacant.

8.3 A Director may be removed from office by special resolution and another Director may be elected, or by ordinary resolution appointment, to serve during the balance of the term.

8.4 The order of business at meetings of the Executive shall be:

- (a) Adoption of minutes of previous meeting and acceptance of officer's written reports
- (b) Correspondence
- (c) Report of the Treasurer
- (d) Unfinished business
- (e) New business included in the meeting agenda

#### PART 9 - AUDIT

9.1 An independent financial reviewer shall be appointed for the ensuing year at the Annual General Meeting. The reviewer shall examine and review the Society accounts and report thereon to the membership at the Annual General Meeting and at such other

times as the Executive deems necessary. The financial reviewer's report and annual financial statements shall be made available to the general membership at least fourteen (14) days prior to the Annual General Meeting.

9.2 The fiscal year of the Society is from October 1st to September 30th in each and every year.

#### PART 10 - BORROWING

10.1 The Executive shall not enter into any liabilities on behalf of the Society exceeding those foreseen by the annual budget approved by the Annual General Meeting, by more than \$10,000 (ten thousand dollars).

10.2 Overruns of the budget by a greater amount must be authorized by an Extraordinary General Meeting before the related liabilities are entered into.

10.3 Debentures shall not be issued without a special resolution.

#### PART 11 - SEAL

11.1 The Executive may provide a common seal for the Society and it shall have the power from time to time to destroy it and subscribe a new seal in place of the seal destroyed.

11.2 The common seal shall be affixed only when authorized by Resolution of the Executive and then only in the presence of the persons prescribed in the Resolution or if no persons are prescribed, in the presence of the Commodore and Secretary or Commodore and Treasurer.

11.3 The seal shall be in the custody of the Secretary. The seal shall be sighted and receipted annual during the audit of the books of the Society.

#### PART 12 - ALTERING BYLAWS

12.1 Bylaws may be amended or substituted by a Special Resolution. All additions, deletions or substitutions must be filed with the Registrar pursuant to the Society Act.

#### PART 13 - NOTICE TO MEMBERS

13.1 A notice may be given to a Member either personally or by mail or email at the membership's registered address.

13.2 A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is mailed, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canada Post office receptacle.

13.3 Notice of any General Meeting shall be sent to all Members entitled to vote there at least fourteen (14) days prior to the date of the meeting.

#### PART 14 - MEETING OF MEMBERS

14.1 General Meetings of the Society shall be held at such times and place in accordance with the Society Act as the Executive decides.

14.2 The Executive may, whenever it thinks fit, convene a General Meeting.

14.3 The Executive shall call a General Meeting upon receiving a written request from at least 10% of the voting Members in good standing stating the purpose of the meeting.

14.4 Notice of a General Meeting shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business. The accidental omission of giving notice to a meeting to, or the non-receipt of a notice by any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

14.5 An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

#### PART 15 - PROCEEDINGS AT GENERAL MEETINGS

15.1 No business, other than the election of

a Chairman and the adjournment or termination of a meeting shall be conducted at a General Meeting when a quorum is not present.

15.2 If at any time a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

15.3 A quorum is twenty-five (25) Senior or Honorary Life Memberships present.

15.4 If within sixty (60) minutes from the time appointed for a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

15.5 If at a General Meeting:

- (a) There is not a Flag Officer or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
- (b) The Flag Officer and all other Directors present are unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.

15.6 (a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) Where a meeting is adjourned for ten (10) or more days, notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

15.7 (a) Only Senior and Honorary Life Memberships in good standing are permitted to vote.

- (b) A Senior or Honorary Life Membership in good standing present at a meeting of Members is entitled to one (1) vote.
- (c) Voting is by show of hands except for election of the Executive which is by secret ballot.

#### PART 16 - RULES OF ORDER

16.1 Where not otherwise provided by these Bylaws, the latest edition of "Roberts Rules of Order Newly Revised" shall apply to the conduct of all meetings of the Society.

#### PART 17 - BURGEE

17.1 The Society Burgee, which is the official flag of the Society, is a registered design and will remain the property of the Society. All vessels accepted into the Society should display the Burgee.

17.2 When a Society vessel is operated by a non-member, the vessel should not display the Society Burgee.

#### PART 18 - OFFICER'S FLAGS

18.1 The Commodore's flag shall have a coloured field divided into four white quarters by a blue Greek cross.

18.2 The Vice Commodore's flag shall have a coloured field divided into four blue quarters by a white Greek cross.

18.3 The Rear Commodore's flag shall have a red coloured field with a white Greek cross.

18.4 The Fleet Captain's flag shall have a blue and red alternate corners with a white Greek cross.

18.5 The Staff Captain's flag shall have a blue and yellow alternate corners with a white Greek cross.

18.6 The Past Commodore's flag shall have a blue background with a white centre rectangle.

18.7 An officer's flag should be flown at all times when the officer is on board.

