

# Lac Deschênes Sailing Club

## By -Law

**Effective: This By-Law comes into force on November 4, 2012**

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**BY-LAW OF THE LAC DESCHÊNES SAILING CLUB** This By-Law of the Lac Deschênes Sailing Club hereinafter referred to as the 'Club') consists of Articles I through VII as follows:

## **ARTICLE I - CORPORATE IDENTITY**

### **PURPOSE**

Section 1. The purpose of the Club shall be to provide sailing and social facilities for the members of the Club and to promote good seamanship, sportsmanship and fellowship.

### **HEAD OFFICE**

Section 2. The head office of the Club shall be in the City of Ottawa in the Province of Ontario. The location of the Club shall be on the west side of the Ottawa River at Shirley's Bay.

### **SEAL**

Section 3. The corporate seal of the Club shall be in the form impressed on the master copy of this By-Law, which is to be held by the Secretary.

### **NON PROFIT**

Section 4. The Club shall be carried on without the purpose of gain for members and any profits or other accretions to the Club shall be used promoting its objects.

## **ARTICLE II - GENERAL MEETINGS**

### **ANNUAL GENERAL MEETING**

Section 1. The Annual General Meeting of the Club shall be held at such place and time on such day prior to the thirty-first day of December as may be designated by the Directors for the purpose of electing Directors and members of the committees, and for the transaction of such other business as may properly come before the meeting. A current financial report shall be attached to and circulated with the notice of the Annual General Meeting. On a motion approved at the Annual General Meeting, an auditor may be appointed for a one year term.

### **SPRING GENERAL MEETING**

Section 2. The Spring General Meeting of the Club shall be held prior to April 30 of each year for the purpose of ratification by the Club of the budget, the sailing program and other business as may properly come before the meeting.

### **SPECIAL GENERAL MEETING**

Section 3. Special General Meetings of the Club may be called at any time by the Board of Directors for any purpose relating generally to the management of the affairs of the Club or upon written request to the Board of Directors signed by at least fifteen (15) members or ten percent (10%) of the members, whichever is less, who are entitled to vote at such Special General Meetings for transaction of any business specified in such requisition. A Special General Meeting shall be held within fifteen (15) days of receipt of such requisition.

### **NOTICE OF GENERAL MEETING**

Section 4. Notice of the time and place of each General Meeting of the Club shall be given to each member entitled to vote at the Meeting not less than ten (10) days before the day on which the Meeting is to be held. The non-receipt of such notice by any member shall not invalidate the proceedings of any such meeting. For the purpose of sending notice to any member, the address used shall be his last address recorded on the books of the Club.

### **CHAIRPERSON AND SECRETARY**

Section 5. The Commodore, or in his absence the Vice-Commodore, or in his absence the Rear-Commodore shall preside at all General Meetings of the Club. If none of these Officers is present, the members present may choose one of their number to be chairperson. The Secretary of the Club shall act as secretary of all meetings. In his absence, the chairperson may appoint any Senior Member to be secretary of the meeting.

### **QUORUM**

Section 6. At all General Meetings of the Club, a quorum shall consist of not less than fifteen percent (15 %) of the members entitled to vote.

### **PROCEDURE**

Section 7. Robert's Rules shall apply in the conduct of all General Meetings.

#### RIGHT TO VOTE

Section 8. Only a Senior Member may vote at a General Meeting of the Club. Every Senior Member shall be entitled to vote if s/he: a) is present at the meeting, and, b) has paid in full the initiation fee or the required portion of the initiation fee, and, c) has paid in full the annual fee for the current fiscal year, and, d) has not resigned, or, has not been given notice of expulsion.

#### VOTING

Section 9. At all General Meetings of the Club, every motion shall, unless otherwise required by law or by the By-Law of the Club, be decided by a majority of the votes duly cast. In the event of an equal number of votes cast for and against the motion, the Chairperson shall cast the additional, or tie-breaking, vote.

#### MINUTES

Section 10. Minutes of all General Meetings shall be kept and copies shall be provided to all members entitled to vote within sixty days (60) following the meeting.

## **ARTICLE III - BOARD OF DIRECTORS**

### **COMPOSITION OF THE BOARD OF DIRECTORS AND QUORUM**

Section 1. The affairs of the Club shall be managed by a Board of Directors comprised of five (5) officers of the Club, namely the Commodore, Vice-Commodore, Rear-Commodore, Treasurer and Secretary, and of Directors at large. Seven (7) Directors of whom two (2) must be Officers of the Club shall constitute a quorum for the transaction of business at any meeting of the Board.

### **ELECTION AND TERM OF DIRECTORS**

Section 2. The Directors shall be elected yearly to hold office until the next Annual General Meeting of the Club and until their successors shall have been duly elected at that meeting.

### **QUALIFICATION**

Section 3. Each person elected or appointed a Director shall be a Senior Member in good standing duly registered as such on the books of the Club and entitled to vote at meetings of the Club. No member shall be a Director for more than five (5) consecutive years.

### **NOMINATING COMMITTEE AND NOMINATIONS**

Section 4.

(a) A nominating committee shall be appointed by the Board of Directors at least sixty (60) days prior to the Annual General Meeting. The nominating committee shall consist of three (3) Senior Members of whom not more than one shall be a member of the incumbent Board of Directors. The nominating committee shall file nominations for a slate of Directors with the Secretary not less than three (3) days prior to the Annual General Meeting.

(b) Nominations for Directors may be made in writing and signed by the proposer, seconder, and nominee, and be given to the Secretary not less than three (3) days prior to the Annual General Meeting or may be made verbally before the close of nominations at the Meeting provided that the proposer, seconder and nominee are in attendance at the Meeting.

### **BALLOTING**

Section 5. Nominations and balloting shall proceed in the order stated herein. Balloting shall be by secret ballot. A nominee for a position on the Board not elected to that position may be nominated for any unfilled position. The order of nominating and balloting shall be: Commodore, Vice-Commodore, Rear-Commodore, Secretary, Treasurer, followed by the Directors at Large either as a slate or for specific positions defined by the Club membership.

### **REMOVAL FROM OFFICE**

Section 6. Any Director may, for repeated negligence or dereliction of duty in respect of his office, be removed from that office before the expiration of his term by a resolution passed by at least two-thirds of the votes cast at a meeting of the Board of Directors of which notice specifying the intent to pass such resolution has been given to all Directors.

#### COMMODORE

Section 7. The Commodore shall be Chairperson of the Board of Directors and ex officio member of all committees. It shall also be the duty of the Commodore to preside at all meetings of the Club and to represent the Club at official functions.

#### VICE-COMMODORE

Section 8. It shall be the duty of the Vice-Commodore to officiate in the absence of the Commodore, and to assist that officer in the discharge of his duties.

#### REAR-COMMODORE

Section 9. It shall be the duty of the Rear-Commodore to officiate in the absence of the Commodore and Vice-Commodore, and to assist these officers in the discharge of their duties.

#### TREASURER

Section 10. The Treasurer shall cause to be kept full and accurate accounts of the receipts and disbursements of the Club in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositaries as may be designated by the Board of Directors, shall disburse the funds of the Club, taking proper vouchers for such disbursements, and shall render to the Commodore, Board of Directors, and the Auditor, whenever he may be so required by them, an account of all his transactions and of the financial condition of the Club.

#### SECRETARY

Section 11. The Secretary shall attend all meetings of the Board and act as clerk thereof and record the votes and the minutes of all proceedings in a book kept for that purpose, shall give notice of all meetings of the Club and of the Board, shall have custody of the Club's seal and affix the same to all documents bearing the signature of the Commodore, Vice-Commodores, or other officers of the Club by virtue of any authority conferred by the Board of Directors or by this By-Law, and generally shall do and perform such other duties as the Commodore or the Board may properly assign to him.

#### DIRECTORS AT LARGE

Section 12. A Director at Large shall perform such duties as the Board of Directors may properly assign to him.

#### VACANCIES ON THE BOARD

Section 13. A vacancy on the Board of Directors may be filled for the remainder of the term of office either by a majority vote at a Special General Meeting of the Club called for that purpose or by appointment at a meeting of the Board of Directors.

#### GENERAL POWERS AND DUTIES OF THE BOARD

Section 14.

- (a) The Board of Directors shall enforce the by-law, rules and regulations of the Club.

- (b) The Board of Directors may establish rules and regulations in respect of the conduct and decorum of members and guests of members while on Club property, the safety and seaworthiness of craft, the care and use of Club property including the harbour, the allocation of boat mooring and storage, the rights and privileges of members in regard to the use of the Club property and such other matters as may be considered by the Board to require regulation in order to ensure the proper maintenance of Club property and attainment of the objects of the Club.
- (c) The Board of Directors may from time to time borrow money upon the credit of the Club, in such amounts and upon such terms as may be deemed necessary; charge or pledge all or any part of the real or chattel property of the Club, including book debts and unpaid calls, rights, powers, leases and undertakings to secure any money borrowed or other debts or obligation or liability of the Club, provided that the Board of Directors obtains prior approval at a General Meeting.
- (d) The Board of Directors may make or cause to be made for the Club in its name any kind of contract which the Club may lawfully enter into and generally may exercise all such other powers and do such other acts and things as the Club is by its Letters Patent or otherwise authorized to exercise and do.
- (e) A resolution signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

## **ARTICLE IV - MEMBERSHIP**

Section 1. Membership is open to all persons interested in the objects of the Club. The recognition and adherence to the By-Law and Rules and Regulations of the Club shall be a condition of acceptance of membership. Members will be called on occasion to participate in certain activities as required for the maintenance and operation of the Club.

### **CLASSES OF MEMBERS**

Section 2. There shall be the following classes of members of the Club: Honourary Life Members, Senior Members, Junior Members, Student Members, Social Members and Out-of-Town Members.

### **HONOURARY LIFE**

Section 3. Honourary Life Members shall mean members to whom the freedom of the Club for life has been granted by unanimous vote of the members present at a General Meeting of the Club, and shall have all the rights and privileges of a Senior Member.

### **SENIOR MEMBERS**

Section 4. Senior members shall mean those members who may vote or who may be elected to the office of Director and who are entitled to all sailing and social privileges and are required to undertake those duties as outlined in the 'Rules and Regulations'.

### **JUNIOR MEMBERS**

Section 5. Junior members shall mean those members who have reached their tenth (10) but not their eighteenth (18) birthday on the first day of January. Junior Members are entitled to all sailing and social privileges accorded to Junior Members.

### **STUDENT MEMBERS**

Section 6. Student members shall mean those members who are not less than eighteen (18) years of age and who declare that they are full-time students at a recognized secondary or post-secondary institution. Student members shall be entitled to all sailing and social privilege, but shall not be entitled to vote or to hold office.

### **SOCIAL MEMBERS**

Section 7. Social Members shall mean those members entitled to Clubhouse privileges and social privileges but not privileges associated with sailing. Social members are required to undertake those duties as outlined in the 'Rules and Regulations' except for those associated with sailing.

### **OUT-OF-TOWN MEMBERS**

Section 8. Out-of-Town Members shall mean those members whose residence is more than one hundred and twenty (120) kilometres distant from the Clubhouse. Out-of-Town Members shall



be entitled to all sailing and social privileges but shall not vote, hold office or have dry sailing or boat mooring privileges.

#### FAMILY PLAN

Section 9. Family Plan shall mean a specific grouping of memberships as may be specified by the Board of Directors for the purpose of setting fees.

#### CHILDREN

Section 10. Children of a Senior Member below the age of ten are classed as guests, but with unlimited visiting privileges.

#### MEMBERSHIP COMMITTEE

Section 11. The Board of Directors shall annually appoint a Membership Committee of at least three (3) members including one from its own number who shall be the Chairman. The Membership Committee shall be responsible for the admission of new members and the allocation of boat launching and storage privileges in accordance with routines adopted annually by the Board.

#### EXPULSION OF MEMBERS

Section 12. Should the conduct of any member be injurious to the character and interest of the Club in the opinion of the Board of Directors or of any ten (10) members of the Club who shall certify to same to the Board of Directors in writing, or should any member persistently refuse to conform to any by-law, rule or regulation of the Club, the Board of Directors may request such member to resign, and should he not resign within fourteen (14) days of the mailing to him, at his address as shown by the books of the Club, of a prepaid registered letter containing such request, the Board shall be empowered to remove his name from the list of members. Notification of the member's expulsion shall be forwarded to him by prepaid registered letter, but he shall have the right of an appeal to the Board of Directors. A request for such appeal must be delivered to the Secretary within fourteen (14) days from the date of mailing of the notification of expulsion and the Secretary shall forthwith call a special meeting of the Board of Directors to hear the appeal. If no appeal is requested, the expulsion becomes effective on the fourteenth (14th) day from date of mailing of the notice of expulsion. If an appeal is made, the decision of the Board of Directors after hearing the appeal shall be final.

#### REINSTATEMENT

Section 13. Any member who shall withdraw, resign or be expelled shall forfeit all rights or claim in or to the Club property or funds. A member having been removed for non-payment of dues or accounts may, at the discretion of the Board of Directors, be reinstated upon payment of all arrears. No person who has been expelled and has not been reinstated shall be admitted to the Club or any of its entertainments.

#### WAIVER OF LIABILITY

Section 14. Notwithstanding, any offer or provision of services by the Club, whether for a fee or gratuitously, a member on application for and acceptance of membership in the Club or annual renewal of membership, acknowledges that the Club is not liable to the member for any loss or

damage suffered by such member to their property arising, whether through acts of negligence of officers, other members or employees in the launching, hauling, storing, mooring, or moving of his/her boat or equipment, in the conduct of racing or other activities of the Club or in the occupation and control of the Club's property or by virtue of any relationship or bailor and bailee, and all members acknowledge and accept that any such liability shall be borne by him. The supply, installation, and maintenance of a wet mooring is the sole responsibility of the member and the Club is not responsible for the mooring or for any consequences resulting from the use of the mooring. Persons making application for admission to or renewal of a class of membership in the club which would entitle the prospective member to sailing and dry sailing/boat mooring privileges, shall have and maintain in force insurance coverage against public liability and property damage (Third Party) risks. The minimum amount of such insurance coverage shall be established each year by resolution passed by the Board of Directors. Evidence of the existence of said insurance coverage may be required to be presented before an application for membership or renewal of membership is approved.

#### NUMBERS OF MEMBERS AND BOATS

Section 15. The Board of Directors shall establish annually the maximum number of members, either in total or by classes of members, and the maximum number of boats, either in total or by type of accommodation required, which shall be accommodated in the Club during that year. Waiting lists for memberships and for boat accommodation shall be administered by the Club Membership Committees in accordance with rules and regulations adopted annually by the Board of Directors. The Board shall cause such waiting lists and such rules and regulations to be published annually to the members.

#### ANNUAL FEES

Section 16. The annual fees of the Club shall be in such sum or sums as the Board of Directors may, by resolution, fix and determine for each year.

#### WHEN FEES PAYABLE

Section 17. The annual fees shall be due and payable on the start of the fiscal year January 1st. The Board of Directors may authorize payments to be made in installments over the period January 1st to April 1st of each year. Members who have not paid the installments by the dates specified by the Board shall no longer be members of the Club.

Section 18. Notwithstanding anything contained in this Article, the Board of Directors may give special consideration to written applications from members and at their sole discretion grant to members the privilege of paying partial fees or refunding fees paid.

## ARTICLE V - COMMITTEES

### PLANNING COMMITTEE

#### Section 1.

- (a) There shall be a permanent committee of the Club known as the Planning Committee consisting of the Vice-Commodore as Chairperson plus three (3) members to be elected by the Club membership. Their term of office of the three (3) elected members shall be three (3) years except at inception at which time one member shall be elected for a one (1) year term, one member for a two (2) year term and one member for a three (3) year term. Two (2) members including ex officio members shall constitute a quorum. No member shall be elected to the Planning Committee for more than two (2) terms in succession.
- (b) The Commodore shall be a member ex officio of the Planning Committee. In the event that the Commodore is already an elected member of the Committee, the Board of Directors shall appoint another member to serve during the Commodore's term of office.
- (c) The Planning Committee shall in consultation with the Board of Directors:
  - (i) develop long-term plans for the future development of the Club, including plans for financing the development thereof;
  - (ii) obtain approval of such plans or amendments thereto by the Board of Directors and members of the Club;
  - (iii) establish an orderly schedule for giving affect to such plans;
  - (iv) enter into such negotiations on behalf of the Club with such persons or organizations as it deems necessary for giving affect to such approved plans.
- (d) The Planning Committee shall have the power to appoint sub-committees.

#### Section 2.

The Board of Directors shall appoint Committees as required and shall establish the terms of reference for such Committees.

## **ARTICLE VI - JUNIOR CLUB**

### **JUNIOR CLUB**

Section 1. The Board of Directors shall have the authority to organize a Junior Club to be known as the Junior Club of the Lac Deschênes Sailing Club or such other name as the Board may determine, and to adopt and from time to time amend the by-law, and rules and regulations governing the said Club, its constitution, membership, management and administration, including therein, but not so as to limit the generality of the foregoing, the management and control of the funds of the Junior Club whether by trustees or otherwise as the Board may in its discretion determine, and to make such grants to the Junior Club as it may deem advisable.

## **ARTICLE VII - GENERAL PROVISIONS**

### **FISCAL YEAR**

Section 1. The Club fiscal year shall be the calendar year.

### **AMENDMENT OF BY-LAW**

Section 2.

- (a) The text of any motion to be made at any General Meeting, when such motion may ratify, enact, affect, amend, or repeal any part of the By-Law of the Club, shall be sent to each member not less than ten (10) days prior to the date set for the meeting.
- (b) A two-thirds majority of votes at any General Meeting shall be sufficient to ratify, enact, affect, amend or repeal any part of the By-Law of the Club.

### **MEMBERS BOUND BY BY-LAW**

Section 3. All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by the by-law and all amendments and additions duly made thereto, and by all the rules and regulations made or hereafter to be made by the Club, its duly authorized participating officers or Board of Directors.

### **FINANCIAL MOTIONS**

Section 4. At any general meeting of the Club, any motion proposing the spending of Club funds shall, unless preceded by notice of motion in accordance with the Club by-law, be considered as a recommendation to the Board of Directors.

### **DISSOLUTION**

Section 5. In the event of the dissolution of the Club only Senior Members in good standing shall be entitled to share in the disposition of the assets of the Club in proportion to the dues paid in the year prior to dissolution.

### **APPOINTMENTS**

Section 6. A Club Historian, Club Registrar, Editor of 'Backwind', Bosun and other such functionaries as may be necessary or desirable, may be appointed and hold office at the pleasure of the Board of Directors.

### **INTERPRETATION**

Section 7. In this B-Law of the Club, words importing the singular only shall include the plural and vice-versa and words importing the masculine shall include the feminine and neuter genders.

### **NOTICES**

Section 8. Unless otherwise stated in this By-Law, notices may be given to the members by posting on the executive notice board on the Club premises, by oral announcement by telephone, by electronic means, and/or by prepaid regular mail.

COMING INTO FORCE

Section 9. This By-Law shall come into force on the day on which it is duly confirmed by the members.