



**CONSTITUTION AND BY-LAWS OF THE
SUMMERLAND YACHT CLUB
As approved at the Annual General Meeting held
November 24, 2008
Under The Society Act of British Columbia**

Bylaws of the Summerland Yacht Club

Part 1 - Interpretation

- 1) (1)The definitions in the Constitution, Policies & Procedures, and Bylaws, unless the context otherwise requires shall be:
 - a) “Directors” means the currently elected directors;
 - b) “Society Act” means the Society Act of British Columbia;
 - c) “Registered address” means the address shown in the Registry of Members;
 - d) “Executive Committee” means the Commodore, Vice Commodore, immediate Past Commodore, Treasurer, Secretary, and elected Directors.
 - e) “Club House” means the premises, moorage and other facilities of the Summerland Yacht Club.(2)The definitions in the Society Act on the date these Bylaws become effective apply to These Bylaws.
- 2) Words importing the singular include the plural and vice-versa, and words importing a male Person include a female person and corporation.

Part 2 – Membership

Application for Membership:

- 1) Any membership applicant, approved by the Executive, who has paid the necessary dues, will have his/her membership accepted subject to the following conditions:
 - a) That priority in the first place, both for available spots and on the waiting list, is given in favor of Summerland and district residents to Okanagan residents.
 - b) In the event that there is no wait list and moorage is available, applications from residents from other parts of the province and Canada will be considered.
 - c) Existing members in good standing will be unaffected by this revision.
- 2) A member who, for any reason, anticipates inability to use the Society or its facilities for the whole of any one year shall be excused payment of the annual Moorage fee provided that notice in writing is given to the Secretary before March 1st of that year. The member may not be assured that exact slip the following year. A member wishing to be re-instated during the year in question, given available space, shall pay such portion of the annual Moorage fees as the Executive Committee shall require.
- 3) Upon re-application by a past member, the Executive Committee may, at its discretion, excuse payment of an Initiation Fee, provided that said member is re-instated within a three



year period dating from his or her last year of membership, and that the said member was a “member in good standing” at the time of his or her last membership.

- 4) The Executive Committee may cancel, without notice given, the membership of any member whose annual Membership and other annual fees are not paid by April 30 of that year, unless other arrangements have been made. The Executive Committee may, at its discretion, re-instate such member upon payment of arrears. No member whose annual payments are in arrears may enter any Society event or regatta or vote at any meeting until said fees are paid in full.

Membership Categories:

- 5) There shall be the following categories of membership with corresponding power to vote at all meetings of the Society as indicated hereunder. The rights and privileges of each category of members are as defined in the latest edition of the Bylaws of the Society:
 - a) A REGULAR MEMBER is a person who at the date of joining is over the age of nineteen (19) years and who pays moorage. The spouse shall also be a regular member and have all the privileges and responsibilities of club membership. Only one can hold an executive position and only one can vote at any given time. All children of members, with parental approval, are invited to use the club facilities.
 - b) AN ASSOCIATE MEMBER, after approval and payment of dues shall have all the privileges and duties of a Regular Member except the right to vote at General and Special meetings of the Society.
 - c) A LIFE MEMBER shall have one vote and be exempt from all but moorage fees.
 - d) AN HONOURARY MEMBER shall have no vote.
 - e) Only one child of deceased members shall inherit the rights of continuing membership and moorage upon payment of all annual fees.

Conduct of Members:

- 6) Every member shall uphold the Constitution and comply with these Bylaws, the Policies & Procedures, and the Rules and Regulations of the Society.
- 7) Any conduct, which, in the opinion of the Executive Committee, is either unworthy of a member or otherwise injurious to the interests of the Club, shall render a member liable to expulsion. The member will be given immediate written notice of the proposed expulsion including reasons for the proposed expulsion.
- 8) A member who is under notice of expulsion for reasons stated under Article 9 of these Bylaws, and wishes to contest the charges must request a meeting with the Member Review Committee to discuss the charges. This committee shall be made up of two executive members plus three regular members to be appointed by the new executive shortly after the Annual General Meeting. This meeting shall be held within thirty (30) days, unless mutual arrangements are required. At the request of the member, this meeting may be held in-camera, closed to all other Yacht Club members or Legal Advisors, or open to all club members as observers only. In either case, the member may have another club member present for support and to speak on his or her behalf if desired.



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- 9) A person whose membership is under review by the Member Review Committee shall be free to continue to exercise all their privileges of membership until the decision is made by the Member Review Committee, except, if in the opinion of the board, the immediate safety of members, staff, or property is at risk.
 - 10) The expulsion decision shall be made by the Member Review Committee and shall be carried by a simple majority vote of the full five members and shall take force immediately. The expelled member has the right to appeal the expulsion to the new Member Review Committee selected at the following Annual General Meeting within thirty (30) days of that AGM. The appeal shall be heard within ninety (90) days of the AGM. This decision is final.
 - 11) If at any time the Club fails to take action within the timelines as set out above, the expulsion process shall be terminated completely against that individual.

Membership Fees and Responsibilities

- 12) All fees and rates for each category of membership shall be proposed by the Executive Committee to the members at the Annual General Meeting each year. These fees for the upcoming year shall be approved by a simple majority of those present and entitled to vote, and shall take effect on the first day of January in the year following.
- 13) Regular Members shall be required to remit the following fees:
 - a) A one-time Initiation Fee upon joining the Society, and thereafter, an annual Membership Fee.
 - b) An Annual Moorage Fees which shall entitle the member access to, and the use of assigned moorage at the Society's facilities.
 - c) An Annual Volunteer Fee as determined by those present at the Annual General Meeting. A member wishing to perform volunteer work for the Society will be reimbursed at a rate as approved at the AGM up to the maximum of the Annual Volunteer Fee.
 - d) An Annual Coupon Book Fee as determined by those present at the Annual General Meeting. The purpose of this fee is to encourage members to socialize in the Club House. Coupons must be used in the year they were purchased.
- 14) Associate members shall pay all fees except the initiation fee and moorage fee. Those associate members who require boat launching privileges must pay the annual boat launching fee.
- 15) Approved applicants who are on the waiting list for moorage slips are required to pay the initiation fee only. While on the waiting list, the applicant must become an associate member to utilize the club facilities.
- 16) Members shall provide their current address and contact information, (including phone and email if applicable), which shall be recorded in the Register of Members of the Society. Any notice sent to the address recorded in the Register of Members, shall be deemed to have been delivered to the Member.

- 17) Members shall sign a moorage contract and provide to the Club a bill of sale (new members only) and a valid copy of boat insurance and subsequent renewals indicating liability insurance of not less than one million dollars. All documents must in the hands of the Club within thirty days or the member's access card may be deactivated.

Membership Remuneration:

- 18) No member shall be remunerated for services performed on behalf of the Society unless it is for trades or professional services approved by the Executive.
- 19) No member may conduct commercial services within the Club facilities, except for training and educational programs which are consistent with the objectives of the Society and approved by the Executive. Such services must not inconvenience other members in their use of Club facilities in any significant way.

Part 3 – Meetings of the Society

- 20) An Annual General Meeting of the Society shall normally be held each year on the second Monday of November and no later in the year than the end of November. Notice of the Annual General Meeting shall be delivered at least fourteen (14) days prior to the meeting.
- 21) No business, except the passing of the Accounts, the election of Officers and Executive Committee, and any business recommended by the Executive Committee shall be discussed at the Annual General Meeting, unless notice thereof is given in writing to the Secretary by a member entitled to vote. Such notice must be received at least thirty (30) days prior to the date of the Annual General Meeting and must be included in the agenda of the AGM.
- 22) The Executive committee may at any time, upon giving twenty-one (21) days notice in writing, convene a Special General Meeting of the Society to conduct any business, the nature of which shall be stated in the notice convening the meeting. Discussion at such meeting shall be confined to the business stated in the notice.
- 23) The Executive Committee shall similarly call a Special General Meeting of the Society upon receiving a written request from ten percent (10%) of the membership. This process will be consistent with Section 58 "Requisition for a General Meeting" of the Society Act. The discussion at such meeting shall be confined to the business stated in the request.
- 24) At meetings of the Society, the Commodore or his or her designate, or in his or her absence, a Chairperson, elected by those present, shall preside.
- 25) Twenty-five (25) members entitled to vote and personally present shall form a quorum at any Annual General Meeting or Special General Meeting of the Society. In addition, voting by proxy is permitted.
- 26) Only Regular and Life Members shall vote in person and/or proxy at any meeting of the Society. Other categories of Members may attend but are not entitled to vote.



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- 27) Voting, except upon the election of members of the Executive Committee, shall be by voting cards by those entitled to vote.
 - 28) Voting for the Officers and Executive Committee shall be by secret ballot.
 - 29) In the case of equality of votes the motion is considered to be defeated.
 - 30) Any resolution properly brought before a meeting of the Society relating to the creation, repeal or amendment of any Bylaw shall require a majority approval from a quorum of 75% of the membership present or represented by proxy.

Part 4 – Executive Officers

- 31) The Executive of the Society shall be Regular or Life Members of the Society and shall consist of a Commodore, Vice Commodore, Secretary, Treasurer, (the 4 Officers) and six (6) Directors. The retiring immediate Past Commodore shall also be an ex-officio member of the Executive Committee but shall have no vote.
- 32) The Board may appoint an interim Director if needed to serve until the next Annual General meeting, but such interim Director shall have no vote.
- 33) Candidates for the position of Commodore and Vice Commodore should have served at least one term on the executive committee.
- 34) The Commodore, Vice Commodore, Secretary, Treasurer, and four (4) Directors are to be elected at the Annual General Meeting for two (2) year terms, and two (2) directors are to be elected for one (1) year terms.
- 35) All Executive Committee members shall be eligible for re-election.

Duties of Executive Officers:

- 36) The Directors shall administer and direct the affairs of their various portfolios in compliance with the Bylaws and Policies & Procedures of the Society.
- 37) The Executive Committee shall meet as required and a minimum of six (6) times annually.

Election of Executive Officers:

- 38) The Executive Committee shall consist of the Officers, ex-officio member(s), and not less than six (6) Directors elected from the Regular Members of the Society at the Annual General Meeting each year.
- 39) Candidates eligible for election to the Executive Committee shall be those members of the retiring Executive Committee who are nominated, and such other Regular Members whose nominations are duly received according to these Bylaws.



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- 40) All nominations for office must be received no less than fourteen (14) days prior to the Annual General Meeting. Nomination forms will be available at the Summerland Yacht Club office. Nominations will not be accepted from the floor at the Annual General Meeting.
 - 41) If the number of candidates for election is greater than the number of vacancies to be filled, then there shall be a secret ballot.
 - 42) If the number of candidates for election of directors is equal to the number of vacancies to be filled, then all candidates shall be deemed elected. If the number of candidates for the election of directors is less than the number of vacancies, then nominations for director may be accepted from the floor.
 - 43) In the event there is no nominee for any of the four Officer positions, the elected board will appoint those vacancies.
 - 44) In the event of the ballot failing to determine the members of the Executive Committee because of an equality of votes, the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.

Powers of the Executive Committee:

- 45) A minimum of five (5) voting members personally present shall form a quorum at any meeting of the Executive Committee. All motions require a minimum of five (5) votes to pass.
- 46) The Executive Committee shall ensure financial and other resources are used solely to achieve the objectives of the Society consistent with the wishes of the members at the last AGM.
- 47) The Executive Committee may appoint such sub-committees as it may from time to time deem necessary, and may delegate to it such powers as it may think appropriate for such terms and conditions as shall be deemed expedient and/or required by law to accomplish the goals of the Society. Membership of such sub-committees shall be appointed by resolution of the Executive Committee. Officers of the Society shall be ex-officio, nonvoting members of all sub-committees.
- 48) In transacting business for the Society, a member of the Executive Committee or sub-committee shall disclose to third parties that he/she is so acting.
- 49) The Executive Committee, or any person or sub-committee delegated by the Executive committee to act as agent for the Society or its members, shall enter into contract only as far as expressly authorized, or authorized by implication, by the members.
- 50) No one shall, without the express authority of the membership by resolution in a General Meeting, pledge the credit of the membership.



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- 51) In exercising the authority vested in the Executive Committee by members of the society, members of the Executive Committee are indemnified and saved harmless out of the funds of the Society from and against:
- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and,
 - b) all other costs, charges and expenses that he sustains or incurs in or in relation to the affairs of the Society;

except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

- 52) The Executive Committee may nominate for election at an Annual General Meeting such Honorary and / or Life Members as it may think fit. The total of such members shall not, however, at any time exceed five (5) percent of the total number of members. The election of Honorary and Life Members shall be by resolution, which must be approved by at least two thirds of those present, and entitled to vote at an Annual General Meeting.

Employees

- 53) The Executive Committee may hire a Manager and other staff to assist with the daily operation of the Society and its facilities. The Manager will be under the direction of, and report only to the Commodore or his / her designate. Duties and responsibilities of employees will be described in Position Description documents contained in the Society's Policies and Procedures.

Part 5 – Society Projects

- 54) The Executive Committee shall have the authority to approve non-budgeted expenditure of up to Five Thousand Dollars (\$5000.00) per Society Project without approval from the general membership.
- 55) Projects exceeding Five Thousand Dollars (\$5000.00) must be approved by resolution of the Regular Membership at an Annual General Meeting or a Special General Meeting of the Society.
- 56) A Project Manager shall be appointed by the Executive Committee to implement a project and shall report to The Executive Committee.
- 57) Whenever an Officer of the Society has a financial or personal interest in any matter coming before the Executive Committee, the Committee shall ensure that:
- a) the interest of such officer is fully disclosed to the Executive Committee;
 - b) no interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Executive Committee at which such matter is voted upon;



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- c) any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Executive Committee not so interested or connected as being in the best interests of the Society;
 - d) payments to the interested Officer shall be reasonable and shall not exceed fair market value;
 - e) minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- 58) All bids tendered for a project shall be opened in the presence of a quorum of Executive Committee members. The successful bid will be selected by resolution of the Executive Committee, and may not necessarily be the lowest bid.
- 59) The Society shall establish a trust fund for future projects what may require substantial monetary expenditure, e.g. building renovations, et cetera. Annual contributions to the trust fund shall be ten percent (10%) of annual membership and moorage fees. The monies are to be invested in a Bank or Credit Union secured vehicle. The investment is to be reviewed annually. Monies from this fund shall only be used for major projects approved by resolution of the membership at an Annual General Meeting or Special General Meeting of the Society.

Part 6 – Limitation of Liability

- 60) Members of the Society, their guests and visitors may use the Society’s premises and facilities entirely at their own risk. The Society does not accept liability for personal damage, injury or loss arising out of the use of the Society facilities, either sustained by members, their guests or visitors, or caused by members, their guests or visitors, whether such damage, injury or loss may have been attributed to, or was occasioned by the neglect, default or negligence of any of them, the Officers, or employees of the Society.

Amended and approved: _____
Date

Signatures: _____
Commodore

Vice-commodore

Secretary-Treasurer