

BYLAWS OF WABAMUN SAILING CLUB

(Amendments to October 17th, 2007)

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1.0 GENERAL

- .1 Where the word "Club" occurs in these bylaws, it means the Wabamun Sailing Club.
- .2 The fiscal year of the Club shall end the 31st of October each year.
- .3 Signing officers of the club shall be any two members of the Executive.

2.0 MEMBERSHIP

- .1 A person wishing to become a member is required to apply for such membership on an application form approved by the Executive. The application must be proposed and seconded by two voting Club members and reviewed by the Membership Chair. The names of the candidates will be promptly published or posted for scrutiny by the general membership.
- .2 On recommendation from the Membership Chair and on receipt of all entrance fees and Club dues, the Executive Committee will consider an application for approval for membership within a reasonable time.

- .3 The Executive Committee may limit the number of new members in the Club or a specific membership classification.
- .4 In the event that current approved membership is full, the Executive Committee shall date and file approved applications. Each applicant will be notified in order of acceptance dates, when and as vacancies occur in the membership.
- .5 Approval of any application by the Executive Committee shall be by a $\frac{3}{4}$ majority of the votes present at such meeting. Upon request of any member of the Executive Committee present, the vote may be by secret ballot.
- .6 Any member may resign by providing written notice of resignation to the Membership Chair.

3.0 CLASSIFICATION OF MEMBERSHIP

- .1 The membership will be restricted to the following classes:
 - a) Active
Is a member who has reached the age of eighteen years and is the owner, co-owner or renter of a sailboat, or who is actively engaged in boating or sailing. Active membership may be granted to any person who, in the opinion of the Executive Committee, is sufficiently interested in and intends to be active in sailing and/or other activities of the Club.
 - b) Honourary Life
An Honourary Life member is a member who has shown outstanding interest or service to the Club over a period of fifteen or more years and who the Executive Committee has recommended for election. Such election shall be decided by a $\frac{3}{4}$ majority of voting members present at an Annual General Meeting. An Honourary Life membership is exempt from the payment of any fees or assessments and is entitled to all privileges of the Club for life. Any member so elected may accept such membership or choose to remain an Active member.
 - c) Crewing
A member who is not an owner of a sailboat normally operated on Lake Wabamun. Membership may be granted to any person who has an interest and some participation in boating or sailing.
 - d) Student
Is a member:
 - (i) whose parents are not Active Members and is in full time attendance at school, until and including the membership year in which they cease attending school or the membership year in which they turn 29, whichever is earlier; or,
 - (ii) whose parents are Active Members, who has reached the age of 19 years before March 1st of the membership year and who is in full time attendance at school, until and including the membership year in which they cease attending school or the membership year in which they turn 29, whichever is earlier.
- (iii) Student members
 - are not required to pay an entrance fee;
 - have use of Club facilities and may take part in Club activities, and
 - are entitled to Club membership, as required under the International Sailing Federation (ISAF) Racing Rules of Sailing.

e) Associate

A member who has been an active or crewing member of the Club for at least one year and who resides, during the sailing season, at a distance in excess of 160 kilometres from Edmonton or the Club property. Associate membership may be granted for other reasons at the discretion of the Executive Committee.

f) Honourary

An Honourary Member is one who has been given, by vote of the Executive Committee, such privileges that the Executive may deem proper, except the privileges of voting or holding office. Such membership shall be voted on a year-to-year basis.

g) Social

A member who does not fall within the provisions of any of the other membership categories and who is interested in the social activities and general welfare of the Club.

.2 At the discretion of the Executive Committee, some of these classifications may be combined and later sub-divided as is found in the best interest of the Club.

.3 A voting member is a member with voting privileges as defined in Clause 4.0. A member in good standing is any member fulfilling the conditions of Clause 5.0 and not subject to action under Clause 14.0.

4.0 VOTING AND PRIVILEGES

.1 Only Active members in good standing and Honourary Life members will be entitled to vote at Annual or Special General Meetings of the Club. Each membership is entitled to one vote only.

.2 Voting by proxy is not allowed.

5.0 FEES, DUES AND ASSESSMENTS

.1 The entrance fee or similar requirement for any class of membership, shall be determined by the Club members at the Annual General Meeting.

.2 The entrance fees of a member's or ex-member's child shall be waived provided that the member or ex-member holds or has held a club membership debenture and has subsequently donated it to the club. In the event that more than one child of a member or ex-member who holds or has held a club membership debenture and has subsequently donated it to the club wishes to join the club, each child is required to pay a \$100 entrance fee in lieu of the regular entrance fee.

.3 Children of Active members who are under the age of 29 years on March 1st of the membership year are entitled to a reduced entrance fee of one third of the regular entrance fee.

.4 The annual dues for all classes of membership shall be determined by the Executive Committee.

- .5 All annual dues shall be payable by the 1st of April of each year. Dues statements must be mailed no later than the 1st day of March in each year.
- .6 All fees, dues and assessments and all monies due or payable to the Club shall be paid to the Treasurer.
- .7 A Student member is entitled to:
 - a) A 50% reduction on boat stall or boat rack rental fees.
 - b) Reduced Entrance Fees if the Student Member (whose parents are not Active Members), becomes an Active Member in the year immediately following the last year of Student membership; the Entrance fee will reduce by 10% per year for each year of Student membership to a maximum of 50% Entrance fee reduction.
- .8 Any member, who is in default in membership or annual dues by the 30th of June of each year, shall be either suspended or removed from membership, as decided by the Executive Committee. However, in order to retain one's eligibility as a member, one can choose to transfer to another class of membership.

6.0 MEETINGS

- .1 The Annual General Meeting of the Club shall be held not later than the 31st of January. All members in good standing shall be notified by mail or email, not less than 21 days prior to the meeting, as to time and place of the meeting. All classes of members shall be entitled to attend, but voting thereat is subject to Clause 4.0.
- .2 For Annual or Special General Meetings, fifteen voting members shall constitute a quorum. All classes of members shall be entitled to attend but voting thereat shall be subject to Clause 4.0.
- .3 The Secretary shall call General and Special Meetings of the Club promptly on receiving directions from the Executive Committee or a request signed by not less than ten members with voting privileges. At least 21 days notice of a General meeting will be given by mail or email to each member entitled to vote together with a statement of the purpose of the meeting. Special meetings will be called for emergent issues and at least seven days notice of such meetings will be given by mail or email to each member entitled to vote together with a statement of the purpose of the meeting. No matters other than those stated in the notice may be dealt with at a General or Special meeting. All classes of members shall be entitled to attend, but voting thereat is subject to Clause 4.0.

Throughout the by-laws filed with Corporate Registry February 6, 2004, any reference to Special General Meeting should read General Meeting.
- .4 The Commodore or presiding Officer at any meeting of the Club shall be the arbiter of the meaning and interpretation of these bylaws, subject always to a motion and majority vote of voting members attending.
- .5 At each Annual General Meeting, the Executive Committee shall present a financial statement of the Club setting out its income, disbursements, assets and liabilities. The statement will be reviewed and approved by the Executive Committee and signed by two members of the Executive Committee.

- .6 The financial statement of the society will be audited once a year. An accountant will be appointed and level of service (Notice to Reader, Review or Audit) will be determined at each Annual General Meeting. When the membership selects Notice to Reader as the level of service required, the Executive will appoint two Club members to act as an Audit Committee to review, audit and approve all books, accounts and records of the Treasurer. The audit committee will be responsible for the Notice of Reader for the purpose of filing and presentation to the membership.

The accountant must be a professional (CA, CMA, or CGA) in public practice who will prepare an annual financial statement, perform a minimum of a Notice to Reader and verify that government requirements have been met. The accountant will hold office until the next Annual General Meeting, provided that the Executive Committee fulfil any casual vacancy in the office of the accountant. The remuneration of the accountant will be fixed by the Executive Committee.

- .7 Any service of notice required by this section may be made by inclusion of such notice in the Club newsletter and mailed to all Members in good standing.

7.0 EXECUTIVE COMMITTEE

- .1 The Club shall be governed by an Executive Committee consisting of the five Flag Officers, a Treasurer, a Secretary plus two additional members, making a total of nine, all voting members, or the spouse of a voting member.
- .2 The Flag Officers of the Club are the following, listed in order of seniority:
Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Shore Captain.
- .3 The Treasurer, the Secretary and the additional two members of the Executive Committee shall be elected as Directors and shall be appointed as Heads of various subcommittees and Club administrative functions as decided by the Executive Committee.
- .4 Five members shall form a quorum at any meeting of the Executive Committee.
- .5 At all meetings of the Executive Committee, the presiding Officer shall not be entitled to vote except in the case of a tie at which time he/she may cast the deciding vote.
- .6 A meeting of the Executive Committee may be called at any time by the Commodore or any two Flag Officers.

8.0 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- .1 The Officers and Directors shall be elected each year at the Annual General Meeting or in special circumstances, at a Special General Meeting.
- .2 By October 15th of each year, the Commodore shall appoint a Nominating Committee, who shall compile a proposed slate of Flag Officers and Directors for the coming year and the proposed slate shall be included in the notice of Annual General Meeting to all members. The Nominating Committee shall consist of the Commodore, as Chair, and the two most recently retired Commodores who are voting members.

- .3 Voting members may submit written nominations which must:
 - a) be endorsed by at least two voting members,
 - b) have the written consent of the nominee attached,
 - c) be received by the Club Secretary at least three days prior to the Annual General Meeting.

If the nomination is received in time the name is to be included with the names listed as per Clause 8.2.
- .4 If the Annual General Meeting should decide by a majority vote that a secret ballot is required for election then the following procedure shall be followed:
 - a) the Commodore shall appoint two scrutineers
 - b) a secret ballot as suitable for the circumstance will be conducted
 - c) the scrutineers shall present the results of the ballot to the Commodore or presiding Officer
 - d) a motion, duly seconded, shall be made by a member to destroy all ballots.

9.0 POWERS OF EXECUTIVE COMMITTEE

- .1 The Executive Committee shall be the governing body of the Club and shall exercise all powers of the Club except:
 - a) the revision or alteration of bylaws which must be done at the Annual or Special General Meeting of the Club, or
 - b) such matters as are reserved by these bylaws.
- .2 The Executive Committee shall take office at the Annual General Meeting. The term of office will be for one year subject to a reduction or extension of time as set at an Annual or Special General Meeting of the Club.
- .3 The powers of the Executive Committee shall include the following (subject always to the Societies' Act and these bylaws):
 - a) set annual fees (see Clause 5.4),
 - b) regulate, control and disburse funds,
 - c) make purchases and sell assets,
 - d) borrow monies and give security therefore,
 - e) suspend or expel members,
 - f) engage or discharge employees of the Club and determine remuneration for same,
 - g) limit the number of persons to be elected as new members each year in accordance with the Club facilities, and
 - h) set, publish and enforce rules as deemed necessary for the regulation of Club affairs.
- .4 No more than four members of the Executive Committee can also be part of another organization's executive if that organization may have any dealings with the Club. The Treasurer may not be one of the four.
- .5 Members of the Executive Committee who are also part of another organization's executive are not entitled to vote on resolutions which:
 - a) undertake any responsibility or obligation on the part of the Club to the other organization,
 - b) provide any privileges to the other organization, or

c) affect any dealings between the two organizations.
Any resolutions which meet the above criteria, can only be voted on by a quorum of entitled members as defined in 7.4

- .6 For the purpose of carrying out its objects, the Club may borrow or raise or secure payment of money in any manner it thinks fit, and in particular by the borrowing of money or the issue of debentures. No debentures shall be issued without the sanction of a Special Resolution of the Club at an Annual or Special General Meeting as required by the Societies Act.
- .7 The Annual General Meeting of the Club is required to pass a resolution by a simple majority which limits the Executive from spending or committing more than an approved maximum sum on any single item or project.
- .8 The Executive Committee shall set up suitable sub-committees and shall make them responsible to one of the Directors or a Flag Officer or a selected member at large.
- .9 The chair of any sub-committee may be called to attend Executive Committee meetings but shall not have the power to vote except as already defined in these bylaws.
- .10 If a vacancy occurs in the membership of the Executive Committee as defined in Clause 7.1 then the Committee is obliged to meet promptly and to fill such vacancy from qualified voting membership. In the event that the office of Commodore becomes vacant, the Executive Committee may, at its discretion, either elect the Vice Commodore to fill the position or call a Special General Meeting while following the provisions of Clause 6.0.
- .11 Should a member of the Executive Committee be absent from three consecutive meetings without a satisfactory explanation to the other members of the Executive Committee, his/her position may be declared vacant.
- .12 Where the spouse of an Active Member is elected to the Executive Committee, then such spouse shall have a vote on that Committee.

10.0 DUTIES OF FLAG OFFICERS

- .1 Commodore:
The Commodore shall preside at all meetings, enforce the bylaws, rules and regulations, and supervise the affairs of the Club in such a way that all members receive fair and equitable treatment and accommodation. The Commodore is an Ex-Officio member of all committees.
- .2 Vice Commodore:
The Vice Commodore shall officiate in the absence of the Commodore and assist in the discharge of his/her duties. In particular, the Vice Commodore shall hear and investigate any complaints of members or disputes among members as provided under Clause 15.0.
- .3 Rear Commodore:
Normally being the immediate past Commodore, he/she will assist the Commodore and the Executive Committee in an advisory and consulting capacity.

.4 Fleet Captain:

The Fleet Captain shall be responsible for all sailing regattas and races and have full charge of same. The Fleet Captain shall be chair of the Sailing Committee and in charge of all on-water activities, including safety and powerboat activities.

.5 Shore Captain:

The duties of the Shore Captain shall include organisation and supervision of on-shore activities and shore facilities. The Shore Captain is responsible for enforcing rules and regulations governing these phases of Club activities.

11.0 DUTIES OF SECRETARY

- .1 The Secretary shall be responsible for all legally required Corporate Registry filings.
- .2 The Secretary shall be responsible for all correspondence as required by these bylaws and by legislation and shall have custody and control of stationery supplies.
- .3 The Secretary shall record the minutes of all Executive Committee, Annual General and Special General Meetings of the Club.
- .4 The secretary shall be custodian of Club Archives and files or have knowledge of location of them , maintaining these in safety and transferring them to his/her successor.
- .5 The Executive Committee may adopt a seal which shall be the Seal of the Society. The Secretary shall have charge of the Seal of the Society, which seal whenever used shall be authenticated by the signatures of the Commodore and the Vice Commodore, or in the case of the death or inability of either to act, by the Rear Commodore.
- .6 The Secretary shall be responsible for any other duties as described in the Officers' and Directors' Core Responsibilities Manual.

12.0 DUTIES OF TREASURER

- .1 The Treasurer shall have custody and control of accounting books and records of the Club.
- .2 The Treasurer shall deposit in the authorised bank all monies received by the Club and pay all bills contracted by the Club, consistent with instructions from the Executive Committee.
- .3 The Treasurer shall keep correct accounts of the Club's finances and be prepared to give a statement of the finances of the Club at any meeting when called upon to do so.
- .4 The Treasurer shall prepare an annual statement to be presented at each Annual General Meeting.
- .5 The Treasurer shall prepare an annual budget for approval and prepare additional budgets as required by the Executive Committee.

- .6 The Treasurer shall be responsible for any other duties as described in the Officers' and Directors' Core Responsibilities Manual.

13.0 BOOKS AND RECORDS

- .1 The books and records of the society may be inspected by any member of the society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer or such officer having charge of same. Each member of the Executive Committee shall at all times have access to such books and records.

14.0 CONDUCT OF A MEMBER

- .1 Any member infringing on any bylaws or regulations of the Club, or whose conduct shall be pronounced by the Executive Committee to be improper, unbecoming or likely to endanger the welfare, character or reputation of the Club may be requested to resign or be suspended or be expelled by the Executive Committee at any meeting, provided that seven days' notice of such meeting has been previously given to the member charged and to each member of the Executive Committee. Such member shall have the right to appear before the Executive Committee and make proper defence.

15.0 COMPLAINTS AND DISPUTES

- .1 Any member having a complaint against the Club, or any of its officers or members, or if a dispute arises between members, the member or members may bring the facts to the attention of the Vice Commodore who will endeavour to settle the matter satisfactorily, but if unable to do so, will place the case before the Executive Committee for settlement.

16.0 PRIVILEGED MEMBERS

- .1 Club privileges shall be given to the spouse and children of an Active member provided that such children have not attained the age of 19 years on the 1st of March in the year of the membership.
- .2 Members of other sailing clubs, who have suitable credentials proving membership in good standing, shall be admitted as privileged members to enjoy Club activities for a period not exceeding one month, providing that the Club to which such members belong will extend the same privilege to Wabamun Sailing Club members.

17.0 RESPONSIBILITY FOR INTRODUCTION OF GUESTS

- .1 Any member may introduce guests with or without boats to the Club, subject always to restrictions that the Executive Committee may apply to all members or certain classes of members.
- .2 No person shall be given guest privileges who has been at any time an unsuccessful candidate for election for membership or has been expelled or struck off as a defaulter and not restored (subject to Clause 2.3).

- .3 Any member introducing a guest shall be responsible for any debts the guest may incur to the Club during the said period, and for any damage done by such guest to the Club property and shall be responsible for the conduct of such guest. This responsibility extends to any spouse or children of such guest.

18.0 AMENDMENTS TO BYLAWS

- .1 Any voting member in good standing with a seconder may propose a new by-law or change to a by-law by forwarding the same in writing to the Secretary not less than 28 days prior to the date of the Annual General or Special General Meeting. The Secretary shall then notify all members of any such communication in the form of a "Notice of Motion" not less than 21 days prior to the Annual General Meeting or Special General Meeting. Amendments to the bylaws require a $\frac{3}{4}$ majority. The bylaws may be rescinded, altered or added to by a majority of not less than $\frac{3}{4}$ of such members entitled to vote as are present in person, at an Annual General Meeting or Special General Meeting through a Special Resolution as defined in the Societies Act.

19.0 DISTRIBUTION OF ASSETS

- .1 In the event of the Club being dissolved or wound-up for any reason, the remaining assets shall be paid over to one or more non-profit organizations who have as their object sailing, boating or other recreational activity on the water.

20.0 REMUNERATION

- .1 No member of the Executive Committee shall receive remuneration for the duties of his/her office.

21.0 CUSTODY OF TROPHIES

- .1 Any trophies for which the Club is responsible and which are not intended to be the absolute property of an individual winning member shall be under the care, custody and control of the Club, subject to the deed of gift creating such trophy. All trophies shall be kept at the Club premises or at such other place as the Executive shall determine.

22.0 COMMODORE'S COMMITTEE

- .1 At the beginning of each Club year, the Commodore will appoint a "Commodore's Committee" which shall act for one year in advisory capacity to the Executive Committee.
- .2 The Commodore's Committee will include at least two of the past Commodores who have current Club membership and are active in the Club Affairs.

23.0 ORDER OF BUSINESS

- .1 The order of business at Annual General Meetings shall be:
 - Minutes of last Annual General Meeting

- Business arising out of the minutes
- Report of the Officers
- Report of Committees
- Amendment to bylaws
- Review and set the approved maximum sum which the Executive can spend or commit to any single item or project.
- Consideration of fees, dues and assessments
- Miscellaneous business
- Election of Officers
- Appointment of auditor
- New Business

.2 The order of business at Special General Meetings shall be:

- Appointment of Chair
- Appointment of Recording Secretary
- Reading of the Notice constituting such meeting
- Matters arising out of such notice

.3 The order of business at Executive Meetings shall be:

- Minutes of last Executive Meeting
- Matters arising out of the minutes
- Report of the Treasurer
- Report of Flag Officers as is necessary
- Report of Committees as is necessary
- Business arising out of such reports
- New Business