

The Constitution

At the November 2023 Annual General Meeting a Motion was passed “that this Constitution shall supersede all or any previous constitution adopted by the Thunder Bay Yacht Club and that this shall be the only constitution of the, “Thunder Bay Yacht Club now in force and that all previous by-laws shall be and are hereby repealed”.

ARTICLE 1: MISSION STATEMENT

The mission of the Club shall be to encourage and promote recreational boating, to provide services, facilities and accommodations for social gatherings, meetings and members’ boats.

ARTICLE 2: CLUB COLOURS

The colours for the Club shall be Royal Blue and Spanish Gold.

ARTICLE 3: ESTABLISHMENT

Thunder Bay Yacht Club was founded August 1945 and incorporated in 1958. The Lakehead Sailing Club, Temple Reef Sailing Club and the Thunder Bay Yacht Club merged in February 1979 with the Charter, Constitution and name of Thunder Bay Yacht Inc., accepted by all Clubs. Seniority of all members of the three organizations dates from the date the member joined one of the original Clubs.

ARTICLE 4: ANNUAL GENERAL MEETING”

1. The Annual General Meeting of the Club hereinafter referred to as the AGM shall be held in November of each year with thirty days’ notice of the meeting, for the election of officers, for the receipt of annual reports and financial statements, and for the transaction of other such business as may properly come before it. The financial year shall end on the last day of November of each year.
2. There is a general meeting held during the month of April each year.

ARTICLE 5: BOARD OF DIRECTORS

1. The affairs of the Club shall be managed by the Board of Directors, hereinafter referred to as the Board consisting of eighteen (18) Full Members in good standing with the Club. The Board shall be comprised of three (3) Flag Officers, namely; Commodore, Vice Commodore, and Rear Commodore; a Secretary; a Treasurer and ten (10) Directors. The immediate Past Commodore is an ex- officio Member of the Board with voting privileges.
2. The Board shall be elected by the Members at the Annual General Meeting. The term of office for each elected Board Member shall be two (2) years.
3. At the Annual General Meeting, fifty percent (50%) of the Board shall be elected each year, so as to maintain continuity and experience.
4. A Quorum at a Directors’ meeting shall consist of seven (7) Board Members one of which shall be a Flag Officer.
5. Any Board Member may, at any time, resign from the Board. Any vacancy occurring on the Board shall be filled by another full Member in good standing appointed by the Board, and the Member so selected shall hold office for the balance of the vacating Directors term.
6. The Commodore may, from time to time, set up Ad Hoc or Special Committees as the Commodore deems expedient.
7. Directors’ meetings may be formally called by the Commodore, or upon request of any three Board Members. The Board may agree on one day per month for the holding of a regular Board meeting, and of such meeting, no notice need be sent.
8. The Board on its own motion or on a written complaint of any Member may consider expulsion of any member for cause. The Member shall be notified of such consideration in writing and be given an opportunity to be heard by the Board.
9. The Board has the power to discipline and expel Members, as herein provided. The Board has the power to refuse membership, or expel from the Club anyone who, in the opinion of a three-quarters (3/4) majority of the whole Board, is considered to be undesirable.

ARTICLE 6: DUTIES OF MEMBERS OF THE BOARD

1. The Commodore shall preside at all Members’ and Directors’ meetings; and shall be responsible for the enforcement of the letters patent, by-laws, club rules, policies and regulations, and custodian of all deeds, documents and property of value and shall generally

supervise the affairs of the Club. The Commodore shall call all General and Special Meetings and shall be an Ex-officio member of all Committees, except the permanent Nominating Committee.

2. The Vice Commodore shall assist the Commodore in the discharge of his/her duties and in the absence of the Commodore shall officiate in the Commodore's stead and shall assume all other duties delegated as a Flag Officer. The Vice Commodore shall assume the Chair of the Budget Committee.

3. The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their duties and in their absence shall officiate in their stead and shall assume all other duties delegated as Flag Officer. The Rear Commodore shall assume the Chair of the Planning and Development Committee. The Rear Commodore shall also be responsible to maintain and update the TBYC Constitution and various TBYC Policy documents. The Rear Commodore shall be responsible for Club lease agreements, scrutinize tax assessments and insurance policies

4. The Secretary shall keep and file all records, deeds, plans, reports, and communication dealing with the affairs of the Club. The Secretary shall record the minutes of all meetings and conduct the correspondence of the Club under the direction of the Board.

5. The Treasurer shall keep all accounts between Members and the Club; shall deposit all monies received for fees, dues, assessments and charges in a Chartered Bank or Trust Company selected by the Board; shall pay all Board approved accounts, by cheque which shall be signed by any two of Secretary, Treasurer, Commodore or Vice Commodore or Chair; and alternatively that the Treasurer be authorized to pay by electronic Bank transfer all accounts previously approved for payment by the Board and invoices which have been duly signed by two signing officers as defined in Article 6; and shall furnish a statement of the financial position of the Club at Board and Annual General Meetings.

6. The Directors shall assist the previously mentioned Board members in the operation the Club through their participation at Members' and Board meetings and shall accept an appointment as Chair of Standing Committee.

7. Standing Committees of the Club shall be:

- A) Planning and Development Committee shall formulate the policy and plans for the short and long term operation of the Club.
- B) Budget Committee shall be responsible for the formulation and monthly review of the annual budget.
- C) Racing Committee shall plan, direct and implement the keelboat racing program.
- D) Docking Committee shall plan, allocate, and supervise the docking and maintain the pump-out facility at the Mission Property.
- E) Launch and Haul Committee shall plan, schedule, supervise and maintain the haul out facility.
- F) Storage Committee shall plan, assign and supervise boat storage at the Mission Property.
- G) Bulletin Committee shall plan, edit, produce and circulate the documents to the members.
- H) Utilities/Mission Clubhouse Committee shall be responsible for the upkeep of the electrical and water facilities of the Club premises and the operation of the Mission Clubhouse.

I) Marina Advisory Committee shall be responsible for communicating Member's concerns on the any information regarding Prince Arthur Marina to the City of Thunder Bay.

J) Community Engagement Committee shall investigate, participate and respond to changes or developments in government legislation, policy or facilities which may affect Member's boating activities. Public Relations Committee will also be responsible to coordinate al internal Club communications via the TBYC web-site and other media methods the Club may choose to engage.

K) Social Events Committee shall be responsible for organizing guest speakers or other types of entertainment for General Meetings and organizing the Close of Navigation Party.

L) Membership Committee shall be responsible for the introduction of new Members and maintaining the official membership list.

8. At the first meeting following the Annual General Meeting, the Board of Directors shall meet to appoint a Director as Chair of each Standing Committee. Each Committee shall be comprised of a Chair, who shall be a Director and may appoint as many committee members from the general membership as deemed necessary to undertake the work.

9. Members of the Board, upon completion of their term as a Director, and upon retiring from the Board shall, if earned, be credited with the number of hours of time and/or services required for one additional year of Club volunteer commitment.

ARTICLE 7: NOMINATIONS AND ELECTIONS OF THE BOARD OF DIRECTORS

1. The Nominating Committee shall be a permanent committee of the Club and is comprised of all past Commodores in good standing, three of whom including the Chair shall constitute a quorum. The Nominating Committees shall be chaired by the immediate Past Commodore.

2. The duties of the Nominating Committee shall be to present a slate of nominations for the Commodore at least thirty (30) days prior to the Annual General Meeting.

3. In the event that there are two or more individuals nominated for one position either in the Nominating Committee Report or by nominations from the floor at the Annual General Meeting those position(s) shall be elected by secret ballot. With respect to nomination of the twelve (12) Directors, the term "one position" refers to a specific Standing Committee for which the nominated person has been recommended by the nominee.

ARTICLE 8: HONORARY COMMODORE

One or more Honorary Commodores may be appointed by the Board for a term of one year at the Annual General Meeting provided that at no time shall there be more than three (3) Honorary Commodores.

ARTICLE 9: REVIEW ENGAGEMENT

The Board shall appoint on an annual basis any Accountant licensed under the Public Accountants Act of the Province of Ontario to carry out a review engagement of the finances of the Club.

ARTICLE 10: MEMBERSHIP

The membership of the Club shall be divided into the following categories:

1. Full Member: Full Members are entitled to full privileges to the Club including the right to vote at all General Meetings of the Club including the Annual General Meeting and the right to hold an Executive Office. Full membership includes spouses with each holding membership and accorded all rights and privileges of the Club including the holding of Executive Office or Offices, with the exception that there shall be only one vote cast by either spouses at the Annual General Meeting. Each spouse will be issued a full membership card on request
2. Honorary Member: Honorary Members are nominated for past outstanding services rendered to the Club. Honorary Members may be nominated by the Board no later than October fifteenth (15th) in any year and recommended to the Annual General Meeting for acceptance as Honorary member for a one year term. Honorary Members are entitled to full privileges of the Club. There shall be no more than five (5) Honorary Members in any one year.
3. Co-Owner: are entitled to the full privileges of the Club except the right to vote at all General meetings of the Club or at the Annual General Meeting, and except the right to hold an Executive Office. Co-Owner membership is singular to the owner of the boat and does not include a spouse.
4. Associate Member: Associate Members may participate in Club functions and receive the Bulletin and the Drift. Associate Members are not entitled to participate in the services and programs of the Club afforded Full Members such as launch and haul, storage and entering a boat in a race program. An Associate Member does not have voting privileges and may not hold an Office on the Board of Directors.
5. Full Racing Membership: The annual fee for this membership will be the Club's annual full membership rate and pro-rating will not apply. An additional fee, set annually by the race committee, will be charged to participate in Club racing activities. No initiation fee will apply, and the membership will not include Club services or voting privileges however voting will be allowed at race only related meetings or events.
6. Race Crew Member: Race Crew Members will follow the same process as Associate Members and will be entitled to the same privileges. The Race Crew Membership dues will be set at \$50 annually but may subsequently be changed by the Board of Directors in consultation with the Fleet Captain Sail. \$25 from the Race Crew Membership dues will be allocated to general club revenue; the balance of the dues will be directed to the keelboat racing budget.

ARTICLE 11: MEMBERSHIP, INITIATION, AND SERVICE FEES

1. Every candidate for membership must be nominated by two (2) full members in good standing on a form provided by the Club. The completed form, with a cheque for required fees, shall be submitted to the Director of the Membership Committee. The Membership Committee, comprised of two (2) Full Members in good standing of which one (1) shall be a Flag Officer or past Commodore, will review the application and meet with the candidate describing the history and philosophy of the Club. The Committee shall make a recommendation to the Board on the Membership application. The disposition of all applications shall be determined by the Board at a meeting thereof in accordance with Article 5 (9).
2. Any new Full Member, upon joining the Club, must pay the initiation fee. This one-time fee replaces the requirements to purchase a Class "A" Bond as outlined in Article 12 and the same advantages and rules apply. Once a member is accepted into the Club, the initiation fee is non-refundable and non-transferable. In the event of lapse of membership, record of having paid the initiation fee plus payment of the current year's membership fee is all that is required, subject to seven (7) below, to reinstate the member. Other membership categories are not expected to pay this initiation fee unless moving to a Full Member, at which time the fee becomes payable. A spouse is covered by the Full Members initiation fee (or Class "A" Bond) on moving to Full Membership.
3. The membership fee structure shall be as follows:
 - A) Full Membership - set annually.

- B) Honorary Membership - membership fee waived for one year.
- C) Associate Membership - set annually.
- D) Co-owner Membership - set annually
- E) Full Race Member – set annually
- F) Race Crew Member – set annually
- F) New Members shall be charged membership fees prorated for the number of months remaining in the fiscal year (full fees divided by twelve (12), times remaining in the months of that year). Subsequently the member resumes full annual fees.

4. Membership fees for all categories of membership and the initiation fee for new Members may only be changed by a motion duly seconded and presented in writing to the Club Secretary at least thirty (30) days prior to the Annual General Meeting in November. Membership and initiation fees may only be changed by a majority vote at the Annual General Meeting.
5. Membership fees are due following the Annual General Meeting in November. Membership and Service Fees in arrears past the 28th day of February shall cause the individual to cease to be a member. An individual whose membership lapses must reapply in accordance with Article 11(1).
6. Fees for the various services of the Club are set by the Board during the budget process.
7. A service fee at the rate of two percent (2%) per month will be charged for fees (membership and/or services) outstanding beyond 30 days from members.
8. Full Members with the exception of those 65 years and have been Full Members for ten (10) years or more shall be required to donate time and or services to the Club for a minimum of ten (10) hours per year. In lieu of time and/or services not donated, a fee of twenty dollars (\$20.00) per hour will be assessed. Exceptions on compassionate grounds in writing may be considered by the Board.
9. The Letters Patents, by-Laws, Club Rules, Policies and Regulations shall be available to all Members and shall be implicitly obeyed by all.
10. If a Member is unable to launch their boat due to illness or other health concerns, they will be exempt from the summer storage fees, provided they produce a valid letter from their doctor.
11. The initiation fees for new full members shall be fifteen hundred dollars \$1,500.00 plus applicable taxes payable in three equal installments. The first payment shall be due upon application, the second payment due on the anniversary of the member's acceptance, and the final payment on the second anniversary.
12. Members' who have more than one boat stored in the TBYC storage area, after a one year grace period, will be assessed a fee equal to the full member annual membership fee and contribute 10 hours of volunteer services (or payment in lieu of volunteer hours) for each additional boat."
13. Volunteer hours accredited to one Full Member cannot be transferred to another Full Member.
14. Except for very rare emergency situations and reciprocal visitors, each boat hauled out, stored, launched or docked by TBYC or registering in a race program shall be owned by a Full Member. Every other owner of any boat hauled out, stored, launched or docked by TBYC or registering in a race program, if not a Full Member, shall be a Co-Owner Member.

ARTICLE 12: BONDS

1. Effective to February 1980, the Club was authorized to issue bonds designated as Class "A" in denominations of one hundred dollars (\$100.00) each. These Class "A" Bonds are non-interest bearing and are redeemable by the Club in the event of the dissolution of the Club.
2. The Bonds issued by the Club shall bear the signature of the Commodore and Secretary.

ARTICLE 13: BY-LAWS

Articles (by-laws) in the Constitution from time to time may have to be amended. Notice duly moved and seconded in writing of any change in the Constitution must be submitted to the Secretary and publicized to the membership at least thirty (30) days prior to the Annual General Meeting and require a two-thirds (2/3) majority vote by full members in good standing and who are present at the Annual General Meeting.

ARTICLE 14: LEFT BLANK

ARTICLE 15: GOVERNANCE

The Club shall be governed by Robert's Rules of Order.