

TBYC By-laws should also be reviewed for content and guidance.

Purpose/Mission

The purpose of the Thunder Bay Yacht Club shall be:

“To maintain and conduct a recreational boating club for the benefit of members and community, to encourage and promote safe, accessible, and inclusive sailing and boating on local Lake Superior waters, and to provide a degree of services and facilities for members’ boats, meetings, and social gatherings”.

MEETING PROCESS

1. Both members and board meetings shall be run via a process that is orderly, fair, and provides for reasonable discussion and review. The principles and methods of Robert’s Rules of Order shall be used as guidance and formally utilized as necessary.

Board Meetings

2. Decision making by consensus is ideal, but decisions are by majority vote or as noted in by-laws or policy item. Special Board meetings can be called with short notice (3days), but immediately required decisions may be considered by the three flag officers (ideally via consensus). Disciplinary decisions and process should generally be brought to the Board.
3. Board meetings shall generally be open to member attendance if accepting the conditions of non-participation and maintaining confidentiality of any information or discussions heard. If necessary, an ‘in-camera’ portion of the Board meeting may be held.
4. Any member may request to make a presentation or submission to a Board meeting. The request shall be made to the Commodore or Secretary at least 5 days prior to the meeting, and an electronic copy of presentation materials or documents provided at least 3 days prior to the meeting. These requirements may be waived if 2/3^{rds} of the board members present agree.
Board motions relating to the issue should not be made or addressed while the member is present at the meeting.
5. Unless urgent or ¾ of the total number of Directors are present, significant new items for decision should not be added or amended to the published agenda.
6. Unless urgent, the Board should not commit significant and unusual financial resources to a decision without member approval or at least membership awareness.

Annual Meetings

7. The Annual Meeting of TBYC is generally held at the Mission clubhouse in November of each year for the election of Directors, for the receipt of annual reports and financial statements, and for the transaction of other such business as may properly come before it. A general meeting may also be held during the month of April each year. The Commodore shall chair these meetings.
8. Agenda items should be submitted in advance. New agenda items or floor motions are not allowed at the Annual Meeting. Member comments and suggestions can however be open for discussion with the intent they may be subsequently addressed by the Board.
9. Draft minutes of the Annual Meeting (after initial Board review) shall be provided to the membership within approximately 60 days of the meeting. Minutes will be formally accepted at the next Annual Meeting.

10. Proxy voting shall not generally be permitted at Member or Annual Meetings. The Board may however determine by $\frac{3}{4}$ majority that proxy voting is appropriate for a particular issue in question. Exception may also be considered where significant physical distance from the meeting location, employment conflict, or health issues exclude attendance by a member. In the event of proxy voting, members can designate as their proxyholder another Full Member in good standing. An individual may hold proxy for only two absent members. The proxy must be executed in writing using the form determined by the Board and in accordance with the Act, and submitted with relevant documentation to the Secretary at least two (2) days prior to the applicable meeting being called to order. The Board reserves the right to deny a proxy vote.

Annual Meeting Notice Process:

11. Annual Meeting notice sent out at least 30 days prior to the Annual Meeting containing key dates, Agenda, Board motions, list of Director positions up for election/ratification, and notice for submission of member agenda items within 7 days. *(If no member motions are received or any changes, this should suffice for Annual Meeting notice, otherwise...)*
12. As may be required, an amended Final Annual Meeting notice with complete list of agenda items/motions (Board and member) should be sent out to membership around 15-18 days prior to Annual Meeting. Amended notice should identify any changes.
13. A list of candidates for Director positions shall be sent out for membership awareness before the Annual Meeting. See Nomination Process below.

NOMINATION / ELECTION PROCESS

1. A Nominating Committee comprised of past Commodores in good standing, and chaired by the immediate Past Commodore, shall develop a slate of suitable director candidate nominations. **
2. Information noting key dates, the Director positions completing their terms and open for election, and those filled mid-term and subject to ratification, should be included with notice of the Annual Meeting, and should request individuals interested in a Director position to inform the Nominating Committee. Nominations for Director positions shall close seven (7) days prior to the Annual Meeting.
3. The slate of candidates developed by the Nominating Committee shall be presented to the Board at the board meeting prior to the Annual Meeting and updated immediately after close of nominations.
4. The list of interested candidates and/or vacancies shall be forwarded (by Secretary with an Annual Meeting date reminder) to voting membership at least four (4) days prior to the Annual Meeting.
5. At the beginning of a Member or Annual Meeting, attendees are to be reminded as to those qualified to vote or cast ballots, i.e., Full member (or equivalent) in good standing. Those not meeting the criteria should be requested to identify themselves so as not to be inadvertently counted or balloted.
6. Starting from Commodore (when relevant) on down, the Director candidates from the Nominating Committee should be announced by the chair of the Nominating Committee and processed.
7. A single nomination becomes acclaimed. The membership should be asked to approve the appointment i.e., 'all in favour?'
8. If two or more individuals are candidates for one position they shall be selected by secret ballot. Each candidate shall be permitted meeting opportunity to relay interest and plans for the position. Ballots should be distributed only to qualified individuals, and counted / verified by both Secretary and Treasurer (unless the positions in question), or another appointed Director. Only the decision shall be noted. **

9. Nominations from the floor shall be accepted only if there is a position without candidate (vacant), or the candidate list had not been previously provided to the membership, in which case, floor nominations or self nominations (volunteer – which should be seconded) shall be requested. Candidates should be asked if able to hold the position and willing to serve. Floor nomination requests shall be called twice... initial request, final call, then closed.
10. The chair should mention that individuals interested in volunteering with an operational area of the club or in assisting a director should identify themselves to the director or commodore.
11. A standing item will be on the agenda for an immediate Board meeting to set Director appointments at end of Annual Meeting. On the basis of the Director election outcome the Board shall appoint the Director roles and Officers, and the Commodore as chair.

MEMBERSHIP POLICY

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 and have the right to vote at all member or Annual Meetings and the right to hold a Director Position. Full membership includes spouses with each holding membership and accorded all rights and privileges of the Club including voting and the holding of a Director Position, with the exception that there shall be only one vote cast by either spouse at a member or Annual Meeting. Full members are the only type of member referenced and discussed in the by-laws.
2. Co-Owner: are entitled to the full member privileges of the Club, except the right to vote at all member or Annual Meetings, or hold a Director Position unless such right has been transferred to them (via written notification to the Secretary) by the listed Full Member. Co-Owner membership is singular and does not include a spouse.
There is essentially one vote provided to each initiation fee regardless of spouse membership, number of co-owners, or number of boats on site. The listed full member retains this vote unless transferred for a period of time.
3. Social members may participate in Club functions and receive the Bulletin (newsletter), but do not have voting privileges and may not hold a Director Position. Social members are not entitled to participate in the services and programs of the Club such as launch and haul, storage, or entering a boat in a race program.
4. Race Crew member: Race Crew members are entitled to the same privileges as Social members. Race Crew member dues will be set by the Fleet Captain/Sail in consultation with the Board of Directors. The amount of the Social member fee shall be allocated to general club revenue from the Race Crew member fee with the balance directed to the keelboat racing budget.
5. Full Racing Member: This is an otherwise non-member who wishes their boat to participate in Club racing activities. The annual fee will be the Club's annual full membership rate and pro-rating will not apply. An additional fee, set by the Fleet Captain /Sail Director, will be charged to participate in Club racing activities. No initiation fee will apply, and the affiliation will allow attendance to club functions and newsletter, but not include Club services, voting privileges, or holding a Director Position. Voting will be allowed at race related meetings or events.
6. 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 15 and recommended to the Annual Meeting for acceptance for a one-year term. Honorary Members are entitled to full member privileges and shall have membership fee waived for one year. There shall be no more than three (3) Honorary Members in any one year.

Process, Initiation, and Service Fees

7. Every candidate for Full membership must be nominated by two (2) Full Members (cannot be spouses) in good standing using a form provided by the Club. Social and Racing Crew members should similarly be nominated by one (1) Full Member. **
8. The completed form shall be submitted to the Membership Director and proof of insurance and the required fees submitted as per the approved payment processes. A Membership committee comprised of two (2) Full members in good standing having two (2) or more years membership (ideally to include the Membership Director), one (1) of which should be a Flag Officer or Past Commodore will review the application and meet with the candidate to review the Club organization and philosophy, and the policies, expectations, rules, bylaws, and Code of Conduct. The process shall ensure there is consistency and completeness in the review and information.
The Committee / Membership Director 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 (membership refusal requires the determination of $\frac{3}{4}$ of Board). A one-year period shall be in effect during which the appeal aspects of the Code of Conduct (allowing discipline decision review at a member meeting) do not apply.
9. Any new Full Member, upon joining the Club, must pay the initiation fee. (This one-time fee replaces the requirement prior to February 1980 to purchase a Class "A" Bond (non-interest bearing) issued by the club.) There shall be no guaranteed redemption of the initiation fee in the event of the dissolution of the club, although effort should be made to follow the intent within the Articles of Amendment.
10. Once a member is accepted into the Club, the initiation fee is non-refundable and non-transferable. Exceptional circumstances may be considered by the board. 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 initiation fee upon moving to become the listed Full Member. **
11. Full Members shall be required to donate time and or services to the Club for a minimum of ten (10) hours per year (with the exception of those 65 years of age and having also been Full Members for ten (10) years or more). In lieu of time and/or services not donated, an hourly fee determined by the board will be assessed. Exceptions on compassionate grounds submitted in writing may be considered by the Board. Volunteer hours accredited to one Full Member cannot be transferred to another Full Member (unless done by spouse or co-owner). **
12. The fee structure for all classes of membership is determined by the Board but the initiation fee and Full member fee may only be changed by a majority vote at the Annual Meeting, and requires a motion presented on the agenda at least thirty (30) days prior to the Annual Meeting. Fees for the various services of the Club are set by the Board and do not require membership approval. **
13. New Members shall be charged membership fees prorated for the number of months remaining in the fiscal year (full annual fees divided by twelve (12), times remaining months to end of fiscal year). Subsequently the member resumes full annual fees.
14. Membership and service fees are due on receipt of invoicing. An arrears fee at the rate of two percent (2%) per month will be charged for fees (membership and/or services) outstanding beyond 30 days. A member in arrears is no longer 'in good standing'. Reinstatement shall be subject to and require payment of arrears and interest fees (another initiation fee is not required). Arrears situations shall be brought to the Board and can be subject to removal of membership privileges or membership... (situation to be resolved within 2years).
15. The submission of annual membership fees shall be understood and accepted to demonstrate (as

would a signature) the members awareness, understanding, commitment, and agreement to follow the TBYC by-Laws, Rules, Code of Conduct, and the Policies and Procedures. The current versions are maintained on the club website.

16. Members who have more than one boat stored in the TBYC storage area, after a one-year grace period, will be assessed an additional fee equal to the membership and annual service fee and contribute an additional 10 (ten) hours of volunteer services (or payment in lieu of volunteer hours) for each additional boat. **
17. Except for emergency situations and reciprocal visitors, each boat hauled out, stored, launched or docked by TBYC shall be owned by a Full Member or Co-Owner.

Note: items marked ** indicate policy items which require membership approval to change.

DUTIES OF MEMBERS OF THE BOARD

Director positions generally have various roles and responsibilities associated with them, and/or manage specific standing committees or operational aspects of the Club. As reflective of nautical / naval tradition, three of the Director positions shall be known as “Flag Officers”, specifically Commodore (President/Chair), Vice Commodore (Vice-president), and Rear Commodore. The Past-Commodore shall be a non-voting member of the Board.

Common duties – act with best interest of members, contribute and communicate respectfully and responsibly, work collaboratively towards betterment of the club and its purposes. Declare all conflicts of interest including those of fiscal, affiliation, and personal issue. Directors should make themselves familiar with the policies / procedures and Code of Conduct of the club. Directors upon leaving a position should return/ transfer all relevant files and information to the club.

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. The Commodore should ensure the duties of the Vice and Rear Commodores are undertaken.
2. The Vice Commodore shall assist the Commodore in the discharge of their 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 assist the Treasurer with the Budget Process Review. Responsible to chair a committee to annually review, update or develop as required policies, procedures, and by-laws of the club.
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. Responsible to chair a committee to ensure the Strategic Plan is updated, kept current and representative to the needs of the club.
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. Shall ensure key dates for meetings and communications etc., are met, including the Annual Meeting. Both the Secretary and the VC

shall ensure (and report when completed) any changes to by-laws and policies are properly processed and updated.

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 ; and shall furnish a statement of the financial position of the Club at Board and Annual Meetings.
6. The Directors shall assist in the operation the Club through their participation at Members' and Board meetings and shall accept an appointment as Chair of Standing Committee. 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 and equipment.
 - f. Storage Committee shall plan, assign and supervise boat storage at the Mission Property.
 - g. Newsletter Committee shall plan, edit, produce and circulate the Bulletin 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. The Community Engagement Committee will explore, engage with, and address any changes or developments in government legislation, policies, or facilities that could impact members' boating activities. Additionally, the committee will oversee all internal Club communications through the TBYC website, including membership Bulletins, and will be responsible for managing and maintaining the website along with any other media channels the Club decides to utilize.
 - k. Social Events Committee shall be responsible for organizing guest speakers or other types of entertainment and gatherings and organizing the Close of Navigation Party.
 - l. Membership Committee shall be responsible for the induction of new Members and ensuring the maintenance of the official membership list, and membership process documents.
7. Immediately following the Annual Meeting, the Board of Directors shall appoint the chair, Officers, and a Director to chair 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.

8. 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.

End of Policy

Revision History

R0 Issued