

THUNDER BAY YACHT CLUB
Located in Thunder Bay, Ontario, Canada
BY-LAWS

DATE

By-Laws

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Section 1 – General

1.01 Purpose

These bylaws relate to the general conduct of the affairs of the *Thunder Bay Yacht Club (TBYC)*.

1.02 Definitions

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and any act that may be substituted therefor as amended or re-enacted;
2. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
3. "Board" means the board of Directors of the Corporation;
4. "Corporation" means the Thunder Bay Yacht Club.
5. "Director" means an individual occupying the position of Director on the Board of the Thunder Bay Yacht Club.
6. "Flag Officer" refers to the Director positions of Commodore (President/chair), Vice Commodore, Rear-Commodore.
7. "Officer" refers to the positions of Chair/President (held by Commodore), Treasurer, and Secretary or other officer of the corporation.
8. "Member" when used within this bylaw means a voting member of the Thunder Bay Yacht Club.

1.03 Interpretation

Other than as specified in Section 1.02 all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act.

Section 2 – Directors

2.01 Election and Term

The affairs of the Club shall be managed by a Board of Directors selected from the Members and elected to specific positions. The Directors shall be elected by the Members. The Articles of the Corporation provide for a minimum of (10) and a maximum of (16) Directors. The number of Directors of the Corporation and the number of Directors to be elected at the annual meeting shall be determined from time to time by special resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.

To achieve staggered terms and continuity of experience, approximately one-half the number of Director positions shall be elected or appointed at each Annual Meeting. Unless filling a mid-term vacancy, Directors will serve terms of two

years. Terms commence from the date of the meeting at which they are elected or appointed until the annual meeting two years hence when they or their successors are subject to election.

2.02 Vacancies

The office of a Director shall be vacated:

1. if the Director resigns office by written notice to the Corporation
2. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a new Director can be elected at an Annual or Members Meeting.
2. a quorum of Directors may fill a vacancy from among the Directors.
3. the Board may fill by a majority vote a vacancy with another Member in good standing.
4. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote, and any Director so elected shall hold office for the remainder of the removed Director's term.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.
2. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Director duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict-of-interest provisions of the Act.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Commodore (chair), or upon request of any three (3) Directors at any time and any place on notice as required by this by-law. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. If a quorum of Directors is present, each newly elected or appointed Board may, without meeting notice, hold its first meeting immediately following the annual meeting.

3.02 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director not less than three (3) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

3.03 Chair

The Commodore shall act as Chair and preside at Board meetings. In the absence of the Commodore, the Vice Commodore, or Rear Commodore shall preside.

3.04 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.05 Participation by Telephone or Other Communications Facilities

If a majority of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.06 Quorum

A quorum for the transaction of business at a board meeting is a majority of the Directors (one of whom shall be a flag officer), whether present in person, or by participation by telephone or other communication facilities. If a quorum is present at the opening of a meeting of the Directors, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Section 4 – Financial

4.01 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Flag Officers, (at least one signature shall be a Flag Officer). In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4.02 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.03 Financial Year

The financial year of the Corporation ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.

4.04 Borrowing

The Board of Directors may from time to time with the approval of the members (such approval may be expressed by majority vote at a meeting of the Members):

- a) borrow money.
- b) issue bonds, debentures, debenture stock (both perpetual and terminable or other securities.
- c) pledge or sell such bonds, debentures or debenture stock, or other securities for such sum and at such prices as may be deemed expedient or be necessary, and,
- d) charge, hypothecate, mortgage or pledge any or all of the real or personal property including book debts and unpaid calls, rights, powers, undertaking and franchises of the Corporation to secure any bonds, debentures, debentures stock or other securities, or any liability of the Corporation.

Section 5 – Officers

5.01 Officers

The Board shall appoint from among the Directors the Director elected as Commodore as Chair and similarly those elected to treasurer and secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties. The board should be informed of such delegation.

5.03 Duties of the Commodore (President/Chair)

The Commodore shall perform the duties of President and Chair as described within this bylaw (in sections 3.03 and 9.05) and such other duties as may be required by law or as the Board may determine from time to time. The chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.04 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Officers

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be held liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested, or could be perceived as interested, in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 – Members

8.01 Members

Membership in the Corporation shall consist of individuals interested in furthering the Corporation's purposes and who have been accepted into full membership in the Corporation by resolution of the Board. Any adult (over 18) with membership in the Full category in good standing will be considered a member of the Corporation.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.03 In Good Standing

A Member will be in good standing provided they have completed and submitted all required documentation, have complied with the by-laws, has not been suspended or expelled and have met all financial obligations. If the Member ceases to be in good standing they will not be entitled to vote at meetings of the membership.

8.04 Disciplinary Act or Termination of Membership for Cause

As per the Thunder Bay Yacht Club Code of Conduct, and upon notice to the Member, the Board may pass a resolution authorizing disciplinary action, suspension, or termination of membership for violating any provision of the articles or by-laws or Code of Conduct. The notice shall set out the reasons for the disciplinary action, suspension, or termination

of membership. The Member receiving the notice shall be entitled to give the Board a written or oral submission opposing the disciplinary action, suspension or termination. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action, suspension, or termination of membership. The member should have 10 days written notice of the intent for disciplinary action and opportunity for submission to the board. A decision should be announced no less than 15 days after this notice of intent.

Section 9 – Members’ Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year or an extraordinary resolution to waive the requirement for an audit/review engagement;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Any Member, upon request, shall be provided, not less than 5 (five) days before the Annual Meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the Act to each Member, and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

9.04 Quorum

A quorum for the transaction of business at a Members’ meeting shall be no less than ten 10% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Commodore shall be the chair of the Members’ meeting; in the Chair’s absence, the Members present at any Members’ meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members’ meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. Each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting

3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, Officers, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 Proxy Voting

Proxy voting shall not generally be permitted at Members meetings.

Section 10 – Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 – Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the Act amend this by-law subject to the approval of the members by a majority of the votes cast at a Members' meeting.

Enacted [insert date]

[Insert President Name]

[Insert Secretary Name]

Schedule A

Position Description of the Chair

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation.

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct.

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct.

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C**Position Description of the Secretary****Role Statement**

The secretary works collaboratively with the chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities**Board Conduct**

Support the chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, and the Board and where applicable, Board committees.