



THE REGINA SAILING CLUB INC.

at
LAST MOUNTAIN LAKE SAILING CENTRE,
SASKATCHEWAN BEACH

BYLAWS

Regina Sailing Club

Approved 27th February, 2011

I. DEFINITIONS

In these bylaws and special resolutions of THE REGINA SAILING CLUB unless the context otherwise requires:

- A) **The Executive Committee** of the club is composed of its Officers and Directors.
- B) **A Member in good standing** is the status assigned to a club member who has remained current on organizational dues and payments and is in non contravention of club bylaws and policies.
- C) **Members eligible to vote** includes members of the club who are in good standing and who are neither associate, student, honorary or in any other special non-voting category of club membership.
- D) **A club Policy Document** is a written description of good practice and describes the manner in which certain club procedures are performed. Policies are drafted and implemented by the Executive and are subject to ratification by club members at general meeting. These bylaws provide an enabling framework for the management and operations of the club.

11. ARTICLES OF INCORPORATION

The Articles are appended to this document.

III. STATEMENT OF PURPOSE

The primary purpose of THE REGINA SAILING CLUB is to:

- A) Provide opportunities for club members to enjoy recreational sailing and to improve members' sailing skills through training and competition.
- B) Provide and maintain facilities which support the development of the sport of sailing in Saskatchewan.
- C) Foster good relations between the club and The Resort Village Of Saskatchewan Beach and its residents.

Specific Strategic and Operational Objectives may be developed from time to time by the club in support of the stated purpose of the club.

IV. MEMBERSHIP

- A) Any interested individual or organization may become a member of THE REGINA SAILING CLUB upon payment of an annual fee and the approval of the Executive. The Executive shall be empowered to establish categories of members and friends of the club to increase participation in the club.
- B) The "rights and responsibilities" of member categories shall be identified by the Executive and published to members.
- C) Honorary members shall be persons distinguished for their work and/or who have rendered outstanding work to the club or are otherwise deemed worthy of the honour. The Executive or any member of the club may bring forward to a General Meeting the names of any persons considered suitable and deserving of such membership, and the membership at the General Meeting shall determine whether to confer such membership.
- D) Membership in the club shall cease upon death of a member, by written notice of resignation, by non-renewal of member's fee or by revocation of membership by the Executive for due cause such as not adhering to an acceptable standard of conduct while using club facilities and/or other club assets. A member whose membership has been revoked shall have the right to appeal the decision to the next General Meeting of members provided notice of intent is given to the Executive in sufficient time to provide notice to club members 14 days prior to the General meeting.

V. FEES

- A) The overall fee structure and the level of fees for each category of membership shall be determined by the Executive, subject to approval at a general meeting of the club, and shall continue in force until amended by the members in General Meeting.
- B) Specific fees for service may be introduced by the Executive from time to time, such fees to be ratified by members at the next General Meeting of club members.
- C) Membership Dues and Fees are to be paid annually by the date determined by the Executive including possible discounts & penalties as may be determined by the Executive and subsequently ratified by members in General Meeting. Any member whose fees and charges are unpaid at the end of the financial year shall be regarded as having resigned.
- D) The fiscal year of the club shall be from the first day of January to the last day of December of each year unless changed by the Executive, and such change submitted to the membership to be approved in General Meeting.

VI. MEETINGS

- A) The Annual General Meeting (AGM) of the REGINA SAILING CLUB will take place within 60 days following the fiscal year end with notice of time and place to the membership published not less than 14 days in advance of the meeting. The meeting shall address resolutions, budgetary matters, ratification of Policies introduced by the Executive since the last General Meeting and the election of Officers and Directors of the club for the upcoming fiscal year.

- B) A quorum at a General Meeting of members will consist of not less than 30 per cent of the membership or 10 members present in bi-directional real time communication, whichever is the lesser.
- C) A Special General Meeting of the membership may be called by the Commodore at any time but must be called by the Commodore upon receipt of a written request from not less than 75% of members eligible to vote with a minimum of 14 days notice to the general membership. Business that may be conducted at such a meeting shall be business that can only be conducted by the membership, and not by the Executive.
- D) A Notice of Motion presented at a General Meeting of members must be presented in writing to club members not less than 14 days prior to the meeting if presented by the Executive and 7 days if being moved and seconded by members not on the Executive - unless the motion directly bears on or amends a motion already presented at the meeting.
- E) Meetings of the club Executive will be at the call of the Commodore with a minimum 5 days notice to be given. Executive motions passed will be ratified at the General Meeting next following.
- F) A quorum present at an Executive Meeting shall be 50 per cent plus one of club Officers and Directors. Attendance through bi-directional real time communication is acceptable. The executive shall develop a policy dealing with attendance.

VII. VOTING RIGHTS

- A) Eligible Members in good standing and personally present at a General Meeting of members shall have the right to vote.
- B) Every eligible member of the club shall have only one vote. Institutions and bodies corporate shall have only one vote that can be exercised by their appointed representative at meetings.
- C) Voting on all matters, except as otherwise provided by legislation or by these Bylaws, shall be decided by a majority of votes given on a show of hands. Voting by proxy shall not be permitted at General Meetings of members, nor at meetings of the club Executive.
- D) The Commodore is the Chief Executive Officer and is Ex-Officio a member of all committees and will be entitled to vote at both Committee and General Meetings. In the event of an equality of votes the Commodore or "chairperson" of the meeting shall have a second or casting vote.

VIII. OFFICERS AND DIRECTORS OF THE CLUB

The Executive Committee may exercise all powers of the Club except such as are reserved to the members by legislation or bylaws and the Executive shall have the power to:

- A) Expend the funds of the Club in such a manner as is considered most beneficial for the purpose of the Club.
- B) Enter into contracts on behalf of the Club.

- C) Borrow money, subject to legislative provisions upon the security of any property real or personal, of the Club.

Members in good standing are eligible to hold positions on the Executive Committee subject to election and subject to limitations as may be stipulated for each officer position. A slate of 50% of the directors shall be voted for annually unless additional or fewer directors are required. For election purposes officers shall be deemed to be directors of the organization. Officers and directors elected for a fixed term may serve for that term unless a successor to the position is elected. All officers and directors may be eligible to act as signing authority with respect to the dispersal of funds and a minimum of four must be designated by the board to do so annually.

A) Commodore (President):

1. will be deemed to be an officer and shall be elected for a two-year term;
2. is Ex-Officio a member of all committees;
3. shall preside over all General meetings of the club and will chair the meetings of the Executive Committee;
4. shall oversee the administrative operation of the club;
5. may be designated a signing officer for the dispersal of funds and will have signing authority for contractual obligations entered into on behalf of the club;
6. may hold office as Commodore for no more than two consecutive terms and may be re-elected for additional terms under the same conditions after an absence of at least one term, and
7. the Commodore shall be elected by majority vote or affirmation by the voting membership at an annual general meeting.

B) Vice- Commodore (Vice-President):

1. will be deemed to be an officer and shall be elected for a two-year term;
2. shall replace the Commodore in his/her duties when absent;
3. may be designated a signing officer for the dispersal of funds and will have signing authority for contractual obligations entered into on behalf of the club in the absence of the Commodore;
4. may hold office as Vice Commodore for no more than two consecutive terms and may be re-elected for additional terms under the same conditions after an absence of at least one term;
5. the Vice-Commodore shall be elected by majority vote or affirmation by the voting membership at an AGM, and
6. the Vice Commodore shall have no automatic right to replace the Commodore but may stand for election to the position at an annual general meeting.

C) Purser (Secretary/Treasurer):

1. will be deemed to be an officer and shall be elected for a two-year term;
2. shall be designated a signing officer for the dispersal of funds;
3. shall record the minutes of Executive meetings as well as record the minutes of the club general meeting(s);
4. shall maintain the club correspondence in good order;
5. shall maintain all financial records for the club and have general responsibility for filing all tax returns, financial statements or other financial and legal documents as

required by the club and shall liaison with any bookkeepers, accountants, or auditors as required;

6. may be re-elected for additional terms with no limitation on serving consecutive terms, and
7. the Purser shall be elected by majority vote or affirmation by the voting membership at an annual general meeting.

D) Harbour Master

1. will be deemed to be an officer and shall be elected for a two-year term;
2. may be designated a signing officer for the dispersal of funds;
3. is responsible for development and maintenance (including an inventory) of all club facilities, grounds, waterfront and non sailing equipment;
4. will on a regular basis, liaise with members and the executive to determine needs, priorities and budgetary constraints, and
5. the Harbour Master shall be elected by majority vote or affirmation by the voting membership at an annual general meeting.

E) Past-Commodore (Past-President):

1. may assume the duties of the Commodore if both the Commodore and Vice-Commodore are absent and unable to act;
2. may hold this position until another Commodore is retired from that office and succeeds to the position of Past-Commodore. All former Commodores shall be entitled to be referred to as Past-Commodore but only the most recent one shall be entitled to this position on the Executive;
3. upon invitation may participate ~~on the Board of Directors~~ in an advisory capacity to the executive as a non-voting member;
4. the Past Commodore may seek election as a director, and
5. may chair a Nominating Committee to identify potential candidates for election.

F) Directors:

1. there shall be no less than one (1) member and no more than four (4) elected from the membership of the club as Director-at-Large and shall hold office for two years;
2. may be designated a signing officer for the dispersal of funds, and
3. may be re-elected for additional terms with no limitation on serving consecutive terms.

G) Project Leaders

1. shall be persons who may have special skills and interests that are of benefit to the club, but shall not necessarily be included among the elected Officers or Directors. Project Leaders shall not be limited in number, and shall not be charged with the general management of the club, and
2. must be members of the club or affiliate organizations for full member privileges of the club or contracted for a specific purpose.

IX. REQUIREMENTS, RESPONSIBILITIES AND MEETINGS OF OFFICERS AND DIRECTORS OF THE REGINA SAILING CLUB

- A) The Officers and Directors shall constitute the Executive Committee of the club and shall have the responsibility and authority to conduct the general business of the club.
- B) The Executive shall meet a minimum of four times annually.
- C) A member must be in good standing and in an eligible membership category in order to stand for election as an Officer or Director of the club.
- D) Any vacancy which occurs on the Executive shall be filled temporarily by the Executive, by appointing an eligible club member to the Executive. This appointment will be in effect until a general meeting or annual general meeting is convened.
- E) The office of Officer or Director of the club shall be vacated if an incumbent:
 - 1. becomes bankrupt
 - 2. becomes of unsound mind
 - 3. ceases to be member of the club
 - 4. fails to attend three consecutive meetings without special cause

X. COMMITTEE POLICY

- A) Special Committees may be established to conduct specific functions of the club. Such committees may be established or dissolved at the discretion of the executive, subject to ratification or approval at the next General Meeting.
- B) All committees shall be chaired by a member designated by the executive.
- C) Each committee will be given written Terms of Reference by the Executive, which may be amended from time to time as required.

XI. FINANCIAL POLICY

- A) The Executive must present a financial statement from the previous fiscal year to be reviewed and approved by the membership at the Annual General Meeting.
- B) On all financial transactions, two of the four signing officers' signatures must appear on cheques covering transactions, and all expenditures must be reviewed by the Executive in the course of their meetings.
- C) An auditor or reviewer may be appointed by the membership at the Annual General Meeting subject to guidelines of legislation currently in force.
- D) Financial obligations may not be entered into without the approval of the Executive. The general business of the club may be carried on in accordance with established policies and these bylaws.

XII. AMENDMENTS

- A) The bylaws may be amended by a majority vote of those attending in quorum at the Annual General Meeting or at a Special General Meeting of members. By approving a resolution at a General Meeting members may approve an application to Corporations Branch to amend the Articles of Association.
- B) Proposed changes must be included in the notice to the membership for such meetings.
- C) The Executive may, by resolution, make, amend, or repeal any motion that regulates the activities and affairs of the Club.
- D) The Executive will submit a bylaw, amendment or repeal of a bylaw to the next general meeting of members and the members may, by ordinary resolution, confirm, reject or amend the bylaw or amendment.

These Bylaws have been approved and adopted by the Membership of THE REGINA SAILING CLUB at a General Meeting of the membership held in the City of Regina, in the Province of Saskatchewan, this _____ day of _____, 2011.

Commodore _____

Director _____

Director _____