



Alexandra Yacht Club

By-Law B

Effective April 14, 2004 , as amended April 20, 2011

This Bylaw governs the affairs of the Club, and sets out the rights and responsibilities of its members, directors and officers. Members must follow its provisions just as if they had signed a contract with the Club that contained the same terms.

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1. Members

1.1. Types of Members

There are four types of members: Senior, Associate, Life, and Honorary. The rights and responsibilities of each are set out here.

a. Senior Members

A senior member must:

- Obey these bylaws and the club rules, which are a schedule to this bylaw
- Be at least 18 years old
- Carry at least \$2,000,000 in public liability insurance, in a form the Board of Directors accepts, if a boat is kept on Club premises and
- Put at least 16 hours of unpaid work into the Club each year.

A senior member has the right to:

- Vote at meetings of members
- Stand for election to the board of directors
- Subject to availability, the club rules, and seniority,
 - i Keep a boat owned by the member and no more than three other senior or life members, in the slip or mooring assigned to it for the boating season and operate the boat in the club's waterlot [amended November 16,2005]
 - ii If the boat is on a mooring, store a dinghy on club premises
 - iii Store a boat for the winter on Club property, provided no member who has had winter storage for at least one year may be displaced by a more senior member bringing in a larger boat, and
 - iv Share a locker with three other members
- Share the use of club facilities, subject to these bylaws

- Subject to the approval in advance of the house director, have exclusive use of the clubhouse for private, non-commercial social functions any time during the period starting four weeks after haul-out and ending four weeks before launch, by paying a fee of \$100 plus a refundable security deposit of \$200 and
- Become an associate member without paying the associate member initiation fee

Upon being accepted, a senior member must:

- Pay an initiation fee of \$1,500, or, if he or she was an associate member when applying, \$1,350 and
- Pay for an AYC building debenture of \$2,000 and, if assigned a slip, an AYC mooring debenture of \$600, within the time period set by the board.

A senior member must pay, each year, the following fees:

- For annual membership, \$420 on or before January 31
- For a slip or mooring, \$1 a square foot for the boat's length multiplied by its beam, on or before January 31
- For winter storage, and haulout and launch, \$1.20 a square foot for the boat's length multiplied by its beam, on or before July 31 and¹
- For unfulfilled work hours, \$30 an hour.

A senior member has seniority based on the original date of acceptance into the club or the date of transferral of a senior membership. A member who changes to associate membership and, as an associate member, reapplies for senior membership keeps the original seniority if accepted within three years, and does not have to pay a senior membership initiation fee.

b. Life Members

There may be no more than five life members at any time. If more than five senior members are eligible, seniority determines which will be life members. Life members

- Are at least 65 years old
- Have been a senior member for at least 25 years and

¹ Approved by members at the April 21, 2010 AGM - an \$0.10 increment in each year, for three years starting in 2011, for mooring and winter storage from the base fee of \$1.00 per square foot mooring and \$1.20 per square foot storage. Mooring would be: \$1.10 - 2011, \$1.20 - 2012, \$1.30 - 2013. Storage would be \$1.30 - 2011, \$1.40 - 2012 and \$1.50 - 2013.

- Have the same rights and responsibilities as senior members, except that they do not have to pay the annual membership fee.

c. Associate Members

Associate members must

- Obey these bylaws and club rules and
- Be at least 18 years old.

Associate members do not have the right to vote at meetings of members, stand for election to the board of directors, keep a boat at the club, or book the Club House for private functions.

Associate members have the right to share the use of Club facilities, subject to these bylaws

Associate members do not have the right to keep a boat at the Club.

Once accepted, the member must pay:

- an initiation fee of \$150 and
- an annual membership fee of \$100 on or before January 31.[amended November 16, 2005]

d. Honorary Members

From time to time, the Board of Directors may appoint Honorary Members. Honorary members have no rights or responsibilities.

1.2. Becoming a Member

Applicants for senior or associate or joint membership must fill in the application form approved by the Board. The application form must be posted on the clubhouse bulletin board for at least two weeks before the Board of Directors interviews the applicant and considers the application.

For an applicant to be accepted, at least two-thirds of the board members present at the meeting where it is considered must vote in favour.

1.3. Transferring Membership

Membership cannot be transferred except to a partner (that is, a person married to a member, or who has lived with the member for more than two years), and provided

- the member has died and the partner applies in writing for the transfer within six months of the death, or
- the member and partner separate and give the board proof that they both agree to the transfer, and the partner applies in writing for the transfer within six months of their signing a separation agreement.

The board of directors may, at its discretion, transfer the seniority of the former member to the member to whom it is transferred.

Where a former joint member remains a member, and introduces a new joint member to the Club, a new initiation fee is payable.

1.4. Joint Members

Two people who are married or who have been living together for more than two years may jointly hold senior or life membership. New members may apply jointly, with both names on the application. Where the joint membership will cover an existing senior / Life member and partner, the existing member must notify the board in writing, by completing an application, that they wish to hold joint membership and the partner's application must be posted on the clubhouse bulletin board for at least two weeks before the Board of Directors considers it.

Joint members must meet all the requirements of the class of membership to which they belong, except that for joint life membership, only one of the people must meet the age and seniority requirements.

At members' meetings, joint members may jointly cast one vote. If only one is at the meeting, that person may cast one vote. Either is eligible for election to the Board, but both may not serve on the board at the same time.

Joint membership ends when:

- one member dies
- both joint members advise the Club in writing that one wishes to cease being a member
- one ceases to meet the requirements of joint membership, or
- a court orders that one member has ceased membership.

and from that point on, only the other member has rights of membership, has seniority based on when he/she became a senior member, and holds any club debenture which the joint members held.

When joint life membership ends, the remaining member, if not over 65, reverts to senior membership.

1.5. Resigning

A member who wants to resign must advise the Secretary in writing. The resignation takes effect on the later of the date on which the Secretary receives it or the date the member specifies.

A member who resigns must pay all applicable fees up to the date on which his or her boat is removed from club premises.

1.6. Failing to Pay Dues and Fees, Breaking By-laws or Rules, or Engaging in Harmful Activity

A member who fails to pay dues, fees, assessments and applicable penalties within two months of the date required ceases to be a member. While suspended, a member does not have the privileges of membership, including the right to launch, or haul out a boat. The member may apply to the board for re-instatement of membership upon payment of all amounts owing, plus a 10% re-instatement fee.

Any Flag Officer on noting or being told that a member, member's guest or family member has broken any other provision of this by-law or the club rules or has otherwise harmed other members' use and enjoyment of the club may

- ask the Board to consider the matter at a board meeting, and, if so, must notify the member in writing, at least ten days in advance:
 - i of the date, time and place of the meeting, and
 - ii that the Member may appear, alone or with a representative, at that meeting before the Board makes a decision.

- if the behaviour involves danger, seriously disturbs other Members, or may damage the Club's or other members' property, bar the Member and/or other person from the Club

property for up to 48 hours and, if so, must follow the steps in the previous paragraph.

The board may, in its discretion, extend the time for which the Member and/or the other person is barred from the Club property until it meets.

At the Board meeting, after hearing from the Member and any others who know about the matter, the Board may decide to:

- Reprimand the member
- Bar the member and/or other person from club property for a further period of time
- Bar the other person from club property indefinitely
- Terminate the membership of the member, or
- Take any other action that it judges to be fitting.

A member has the right to appeal the decision of the board by calling a Special General Meeting of members, as outlined in Section 2 below. If there is no quorum at that meeting, the appeal is lost. When membership is terminated or suspended or a member is barred from club property, the member is not entitled to any refund of fees. A member whose membership is terminated must pay all applicable fees up to the date on which his or her boat is removed from club premises.

2. Members' Meetings.

2.1. General Meetings

There are two general meetings of members each year, in April and November, normally on the third Wednesday of those months.

2.2. Special General Meetings

The Commodore, the Board or, as long as they advise the Secretary in writing, 10% of members entitled to vote may call a special general meeting of members. When a special general meeting is called, the Secretary must send a notice within five days.

2.3. Notice

Senior and life members receive notice of meetings by e-mail, if the member has given an e-mail address to the Secretary for

that purpose, or otherwise by ordinary mail to their last address on the records of the club. The notice is sent at least 10 days before the meeting and must include:

- the time, place and date of the meeting
- the meeting agenda
- all motions to be presented at that meeting,
- information about any other matter to be discussed at the meeting, and
- minutes of the last general meeting.

Members' meetings can deal only with business that has been specified in the notice. Any member may add an item to the agenda of a general meeting, provided the meeting has the power to deal with it, by notifying the Secretary in writing by the 15th of the month prior to the meeting.

2.4. Quorum

A quorum for any members' meeting is 35% of the members who are entitled to vote.

2.5. Rules

Members' meetings follow the rules set out in the edition of *Wainberg's Society Meetings* that is current at the time of the meeting.

2.6. Voting

Voting for directors is by ballot. Other votes are taken by a show of hands, unless a member entitled to vote requests voting by ballot. The chair appoints two or more scrutineers to distribute, collect and count ballots.

If a vote on a motion results in a tied vote, the motion fails; if an election is tied, the winner is selected by lot.

In the event that a senior member is unable to attend or vote at a general or special meeting; the senior member may delegate their written proxy form to another senior member, provided that the senior member is in agreement to accept the proxy. No member may carry more than two (2) proxies

2.7. Annual Meeting

The November meeting is the annual meeting of the members. The business of the annual meeting is to:

- Receive the reports of the directors
- Receive the financial statements and auditors' report for the preceding fiscal year
- Elect directors
- Appoint auditors and
- Deal with any other business that is properly brought before the meeting.

3. Board of Directors

3.1. Make-Up

There are nine Directors: three Flag Officers (Commodore, Vice-Commodore, and Rear Commodore), and a Treasurer, Secretary, House Director, Membership Director, Social Director and Communications Director

3.2. Duties

The Board of Directors manages the affairs of the club.

3.3. Qualifications

To be elected and serve, a Director must be a member entitled to vote at members' meetings, and must not be an undischarged bankrupt.

3.4. Indemnification

If an action or proceeding is brought relating to the way a Director carried out his/her duties, the club will cover any costs that result, except for costs that result from the Director's wilful neglect or default.

3.5. Calling Board Meetings

The Commodore or any three Directors may call a board meeting. Any Director may call a board meeting for an urgent matter. The Directors may fix a date for regular board meetings.

3.6. Notice of Board Meetings

No notice is needed for regular board meetings. For other board meetings, Directors receive notice by e-mail, if the Director has provided an e-mail address to the Secretary for that purpose, and otherwise by ordinary mail to their last address on the records of the club. The Secretary sends the notice no less than five days before the meeting, or, if it is for an urgent matter, one day before.

3.7. Quorum

A quorum at a board meeting is five Directors, including one Flag Officer.

3.8. Rules

Board meetings follow the rules set out in the edition of *Wainberg's Society Meetings* that is current at the time of the meeting.

3.9. Use of Electronic Communications

Any Director may take part in a board meeting electronically, provided all Directors taking part in the meeting can communicate simultaneously with each other.

3.10. Past Commodore

The past Commodore is entitled to take part in, but not vote at, board meetings for twelve months after her/his term expires.

3.11. Resigning

A Director who wants to resign must advise the Secretary in writing. The resignation takes effect on the later of the date on which the Secretary receives it or the date the Director specifies.

3.12. Removing a Director

Any Director may be removed by a two-thirds vote by ballot of the voting members at any members' meeting. Members must then, at the meeting, elect a new director to fill the vacancy.

3.13. Vacancies

As long as at least five Directors, including one Flag Officer, remain in office, the Directors may fill board vacancies, except

those created when a Director is removed from office, for the balance of the term.

3.14. Committees

The Board may appoint any committees that it judges the club needs, and delegate authority to a committee as necessary.

4. Directors' Roles

4.1. Commodore

The Commodore

- chairs members' and board meetings
- represents the club as required
- has authority to act on behalf of the club on matters that, in her/his discretion, pose a serious threat to the safety and security of club members, and/or the property of members or the club, and cannot await the next board meeting, in which case the Commodore will report on the matter at the next board meeting and
- shall be ex-officio a member of all committees.

4.2. Vice-Commodore

The Vice-Commodore

takes on the duties and authority of the Commodore in the Commodore's absence

- is responsible for managing the hauling out, storage and launching of boats on club property, and for the upkeep of the club premises (other than the clubhouse), property and equipment
- keeps a record of all work hours and posts it in the clubhouse and
- Keeps a record of lockers and the locker waiting list

4.3. Rear Commodore

The Rear Commodore

- takes on the duties and authority of the Commodore in the absence of the Commodore and Vice-Commodore
- is responsible for maintaining the club's docks and moorings
- allocates slips and moorings and

- keeps a waiting list for slips and moorings and posts it in the clubhouse.

4.4. Secretary

The Secretary

- keeps the membership roll showing the name, address, seniority and membership type of every member , and, if applicable, boat name, size and type.
- keeps, prepares and sends minutes of all board meetings to board members, and of all members' meetings to members entitled to vote
- notifies members and Directors of meetings, as required by this by-law
- corresponds on behalf of the club, as the Board directs
- keeps and files all records, reports and communications and
- issues membership cards

4.5. Treasurer

The Treasurer

- makes sure members are invoiced
- receives all fees and assessments and, on request, gives receipts for these
- deposits all money the club receives in a financial institution approved by the Board
- keeps proper financial records of all club transactions
- reports to the Board and the members at each meeting on the finances of the club, as required and in line with accepted practice
- keeps a waiting list of former members whose debentures are available for transfer and
- is responsible for regalia.

4.6. House Director

The House Director

- is responsible for the upkeep of the clubhouse and
- handles members' bookings for clubhouse use.

4.7. Membership Director

The Membership Director

- promotes membership in the club
- responds to membership inquiries
- posts new member applications on the club notice board and
- arranges new member interviews with the Board

4.8. Social Director

The Social Director

- organizes the club social events and
- organizes food for the spring and fall yard cleanups, mooring work parties, and other large work parties.

4.9. Communications Director

The Communications Director

- publishes the club newsletter
- is responsible for the club website
- sends notices to other clubs accepting reciprocal privileges, and keeps and posts a list of these and
- helps with other club communications needs.

4.10. Other Duties

Directors carry out any additional duties that the Board gives them.

5. Financial

5.1. Fiscal Year

The club's fiscal year ends on October 31.

5.2. Audit Committee

At each annual meeting, the members appoint two senior or life members who are not Directors to act as auditors for the year. They will audit the club's financial records and report their findings to the next annual meeting.

5.3. Spending Limits

The Board may not commit the club to a single expense of more than \$7,000,² except the rental of a crane for launch and haul-out, without the approval of the majority of votes cast at a general meeting.

5.4. Borrowing Powers

The board may, with the approval of a two-thirds majority of the votes cast at a general meeting and for specified capital purposes,

- borrow funds from a financial institution, and
- issue non-interest-bearing club debentures

5.5. Assessments

The Board may levy an assessment on senior members at any time, but no more than once a year. It must notify the senior members in writing of the assessment, which

- cannot be more than half the annual membership fee and
- in total, cannot be more than enough to cover an existing or expected deficit in the current year's operation.

The notice must explain why an assessment is needed and when it is due.

5.6. Overdue payments

If a member fails to pay a fee or assessment when due,

- a 5% surcharge is added, plus 2% per month after that date, and
- the member's name may be posted on the club's notice board.

As outlined in Section 1.6, the rights of membership are dependent on paying all dues, fees, assessments and penalties.

5.7. Lien

The club has a lien, for all dues, fees, assessments and penalties a member or former owes, on that person's boat and goods on club property. This lien may be enforced as set out in the *Ontario Repair and Storage Liens Act*.

² Amended - Spring AGM April 20, 2011

5.8. Redeeming and Transferring Debentures

The club may, in its discretion, redeem debentures issued by it, in proportion to the amount each member holds.

When a person ceases to be a member, and the membership is not transferred to a partner or joint member, any debenture the person held is available for transfer to a senior member who does not hold that class of debenture. The Treasurer adds that information to the waiting list for transfer of debentures as of the date the resignation took effect, the member died, or the club terminated the membership.

6. Other Matters

6.1. Signing Documents

All club cheques must be signed by any two of the Commodore, Vice-Commodore and Treasurer. Other documents requiring the club signature must be signed by any two of them, or by other Directors the Board appoints by resolution.

6.2. Amendment

The Board may change or repeal this by-law by a resolution confirmed with or without variation by a two-thirds majority at a members' meeting.

6.3. Waiver and Release

The member waives, and releases the club from, any liability, including liability for negligence, of the club, or anyone acting on behalf of the club, for any loss or damage to any property or for any personal injury on the club premises.

6.4. Repeal of Prior Bylaws

All previous bylaws are repealed, save the House Rules, which are the club rules in this Bylaw.

PASSED by the Board of Directors on April 7, 2004, and CONFIRMED with amendments by a meeting of members on April 14, 2004.

Brian Iler, Secretary

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