

## **BYLAWS OF THE BRAS D'OR YACHT CLUB**

As passed by Special Resolution at Annual General Meeting on March 31, 2019

### **ARTICLE 1 – DEFINITIONS**

- 1.1 In the by-laws unless there is something in the subject or context inconsistent therewith
- a. “Society” means Bras d’Or Yacht Club
  - b. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act
  - c. “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - d. “Board” means the Board of Directors of the Bras d’Or Yacht Club
  - e. “Director” is a person nominated from and elected by the membership to work with other directors of the board to govern affairs of the Society
  - f. “Officer” is a director with additional responsibilities.
  - g. “Auditors” means the person or persons who shall be appointed at each annual meeting to audit the annual account of the Society, and in the event that the auditors are chosen from the membership, then two directors of the Society shall be chosen to audit and sign the annual financial statements of the Society.
  - h. “Administrator” is person hired by the board to run day to day operations on behalf of the Board.

### **ARTICLE 2 - MEMBERSHIP**

- 2.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
- 2.2 For the purposes of registration, the number of members of the Society is unlimited.
- 2.3 Every voting member of the Society shall be entitled to attend any meeting of the Society and to vote at any general or extraordinary general meeting of the Society and to hold any office.
- 2.4 General Membership is not entitled to vote at a regular meeting of the Board.
- 2.5 Membership in the Society shall not be transferable.
- 2.6 The following may be eligible for membership in the Society:
- (a) Any person interested in the promotion of boating and good fellowship, and;
  - (b) Any individual who contributes annually to the support of the Society, not less than the established membership dues.

- 2.7 Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these by-laws.
- 2.8 Applications/renewals for membership must have paid all outstanding debts owing to the Society.
- 2.9 Applicants for membership must complete a membership application form, accompanied by payment in full of membership dues, and any capital fees. Every membership application shall be presented to the Board for consideration. Applicants will be notified of the decision by the Board. Successful applicants will be issued a membership package. Unsuccessful applicants will have their dues, and any capital fee, refunded.
- 2.10 Membership categories
- A) Regular Membership will include Regular Membership holder, spouse/partner and children eighteen (18) years of age and under.
- B) Enhanced membership will include member of record, partner/spouse, children eighteen (18) years and under, and adult children 19-30 years old
- C) Student membership is for an adult 19 years and older who is enrolled in post secondary education. Student membership is from May 1 to August 31<sup>st</sup>.
- 2.11 Only one adult in a regular or enhanced membership may vote or serve on the Board.

### **ARTICLE 3 - FISCAL YEAR**

- 3.1 The fiscal year of the Society shall be the period from January 1<sup>st</sup> to December 31<sup>st</sup>

### **ARTICLE 4 – DUES**

- 4.1 The annual membership dues are due on the first day of the fiscal year, and are payable by, and not later than the 15<sup>th</sup> day of the second month of the fiscal year of the year in which they are due. The Board shall cancel the membership of any member failing to remit dues and accounts by the due date . Members will be given written notice at the address provided by the applicant on the membership file. Reinstatements shall be subject to capital fees.

### **ARTICLE 5 - GENERAL MEMBERSHIP MEETINGS**

- 5.1 The ordinary or annual general meeting of the Society shall be held within three months of the fiscal year end.
- 5.2 An extraordinary general meeting of the Society may be called by the Commodore or by the Board at any time, and shall be called by the Board if requisitioned in writing by at least twelve voting members in good standing of the Society.

- 5.3 Ten days notice of a meeting, specifying the place, day and hour of the meeting, and, in the case of special business, the nature of such business, shall be given to the members.
- 5.4 Notice to members must be given by at least one of the following: , , email, telephone, mail, fax and/or other electronic means.
- 5.5 General membership meetings shall be open to Bras d'Or Yacht Club members in good standing only.
- 5.6 At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Minutes of preceding general meeting
  - Consideration of the annual report of directors
  - Consideration of the financial statements, including balance sheet, operating statement and budget, and the report of the auditors thereon
  - Election of Directors for the ensuing year
  - Appointment of Nominating Committee (3 members)
- 5.7 If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
- 5.8 The Commodore of the Society shall preside as Chairperson at every general meeting of the Society.
- 5.9 Members who are unable to attend a general membership meeting for good reason may participate by electronic means or by proxy as defined in BYC policy.
- 5.10 The Commodore shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.
- 5.11 The Commodore may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 5.12 At any general meeting, unless a poll is demanded by at least three voting members, a declaration by the Commodore that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
- 5.13 If a poll is demanded in manner aforesaid, the same shall be taken in such a manner as the Commodore may prescribe and the result of such poll shall stand. In such case, members participating by phone may email their vote as per BYC policy.
- 5.14 Where conflicts arise, Roberts Rules of Order will be followed.

## **ARTICLE 6 - QUORUM**

- 6.1 No business shall be transacted at any general meeting of the Society unless a quorum of members is present.
- 6.2 General and extraordinary general meetings of the membership require a minimum of 12 voting members.
- 6.3 Meetings of the board require attendance of 50% plus one members

## **ARTICLE 7- ELECTION OF DIRECTORS**

- 7.1 A nomination committee consisting of three members of the Society shall be elected at the Annual General Meeting. Nominating committee will provide potential candidates with role descriptions of board positions from the Policy Manual
- 7.2 The nominating committee shall satisfy themselves the nominees have consented to run before presenting his/her name. Should a nominee fail to attend a general meeting when an election is held, his/her name shall not be excluded if his/her absence has been explained to satisfaction of the nominating committee, and the nominee has consented in writing or by e-mail to the nomination.
- 7.3 Following the presentation of the nominating committees report, the nominating committee chairperson shall call three times for any other nominations to the Board If upon hearing none, he/she can call that all nominations are closed.
- 7.4 All directors shall be elected by fifty percent plus one vote, of the electors. If a vote does not result in one candidate receiving the required number of votes, an additional ballot(s) will be held, dropping the person receiving the least number of votes.
- 7.5 The Commodore may serve a maximum of three consecutive one-year terms.

## **ARTICLE 8 - DIRECTORS**

- 8.1 Directors of the Society shall include: Commodore, Vice Commodore, Secretary, Treasurer, six (6) additional directors, and Past Commodore.
- 8.2 There shall be a recognized agent as required by the NS Registry Joint Stock Companies appointed by the Board annually.
- 8.3 Any member in good standing of the Society shall be eligible to be elected a director of the Society.

- 8.4 Directors shall be elected by the members at each annual general meeting of the Society.
- 8.5 At the first annual general meeting of the Society and at every succeeding annual general meeting, all the directors shall retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
- 8.6 In the event that a director resigns his/her office or ceases to be a member in the Society, whereupon his/her office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the members of the Society.
- 8.7 The Board shall remove, by motion and vote, remove any director or officer who fails to abide by the bylaws and policy before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he/she had not been removed.
- 8.8 Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

#### **ARTICLE 9 – MEETINGS OF THE BOARD**

- 9.1 Meetings of the Board shall be determined by the new board at their first meeting held following the Annual General Meeting. Meetings may be held as often as the business of the Society may require, preferably monthly, and not less than ten (10) times in a calendar year.
- 9.2 A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to all directors within seven (7) days of the date of the meeting.
- 9.3 No business shall be transacted at any meeting of the Board unless a quorum is present.
- 9.4 Directors are expected to participate in all meetings of the Board. Directors who miss two or more consecutive meetings without reasonable explanation will be removed from the Board
- 9.5 The Board of Directors is responsible for final decisions on any potential, perceived or actual conflicts of interest. Directors are responsible for declaring any potential, perceived or actual conflicts of interest to the Board of Directors immediately, consistent with Policy #11.0
- 9.6 Voting by directors may take place in person, by telephone, by video conferencing or by email. Votes shall be recorded in minutes by count: Votes in favour, votes against, and abstentions
- 9.7 The Commodore shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.



## **ARTICLE 10 - POWERS OF DIRECTORS**

- 10.1 The Board of Directors is responsible for setting strategic direction, developing and approving policies and for oversight of operations of the Society. The management of the activities and day to day operations of the Society shall be vested in the Administrator under the direction of the Board of Directors. Directors, who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society. The directors have power and authority to engage and to determine duties, responsibilities and remuneration of staff, employees and contractors. The directors may appoint executive committee, or other committees as required, consisting of the officers and such other persons as the directors decide.
- 10.2 Duties and responsibilities of the officers and directors are to be adhered to as set out in the Policy Manual. See Schedule "A" to these by-laws. This manual shall be reviewed annually by the new Board.

## **ARTICLE 11 - OFFICERS**

- 11.1 Officers of the Society elected by the Board shall be Commodore, Vice Commodore, Secretary and Treasurer. The requirement for other officers such as Rear Commodore, Learn to Sail Director, Bar Chair, Entertainment Chair, etc shall be determined by the Board and elected from within the Board.
- 11.2 The Vice Commodore shall, at the request of the Board and subject to its directions, perform the duties of the Commodore during the absence, illness, or incapacity of the Commodore, or during such period as the Commodore may request him/her to do so. In the absence of the Vice Commodore, the Rear Commodore shall perform these duties. The Secretary shall perform the duties of the Commodore in the absence of the Vice Commodore, and Rear Commodore.

## **ARTICLE 12 - REPEAL AND AMENDMENT OF BY-LAWS**

- 12.1 The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law, as required by the Registrar.
- 12.2 Commencing in 2017 these by-laws shall be reviewed by an ad hoc committee on an annual basis. Any proposed amendments to the by-laws shall be approved by special resolution of the members, which upon being passed by  $\frac{3}{4}$  (three quarters) of the members present at a duly constituted meeting of which intention to vote on the special resolution has been duly given. The proposed amendments must within fourteen days of the special resolution having been adopted, be submitted to the Secretary of the Registrar for approval.

### **ARTICLE 13 - MISCELLANEOUS**

- 13.1 The Society shall file with the Registrar its Annual Statement, a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
- 13.2 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 13.3 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.
- 13.4 Preparation of minutes, custody of the records, and custody of the minutes of all the meetings of the Society and of the Board shall be the responsibility of the Secretary.
- 13.5 Custody of the financial books and records, of the Society and of the Board shall be the responsibility of the Treasurer.
- 13.6 The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
- 13.7 BYC will appoint an external accountant to prepare annual financial statements.
- 13.8 Contracts, deeds, bills of exchange and other instruments and documents may be executed as prescribed by resolution of the Board.
- 13.9 The borrowing powers of the Society may be exercised by special resolution of the members.
- 13.10 Guests: Visiting members of other yacht clubs and personal guests of members in good standing may be extended the courtesies of the Club. Members introducing personal guests shall be responsible for the debts and behavior of their guests.



## APPENDIX 1: BOARD ROLE DESCRIPTIONS

Role	Responsibilities
Commodore	<ul style="list-style-type: none"> <li>• Chairs BYC Board of Directors</li> <li>• Chairs BYC Executive Committee of the Board</li> <li>• Chairs BYC General and extraordinary general meetings in accordance with BYC bylaws (Bylaw 5.2, 5.8)</li> <li>• Votes at BYC Board, General and extraordinary meetings only in event of a tie (Bylaw 5.9, 8.11)</li> <li>• Acts as BYC spokesperson representing views and decisions of the Board and Membership</li> <li>• Facilitates decision making by the Board and Membership according to bylaws, policies and board and committee Terms of Reference</li> <li>• Shares signing authority with BYC Administrator and designated Board member according to BYC policies and procedures</li> <li>• Maintains regular and timely contact with Board and Membership</li> <li>• Provides regular and annual reports to the board and Membership and specific reports as requested</li> </ul>
Vice Commodore	<ul style="list-style-type: none"> <li>• At the request of the Board and subject to its directions will perform the duties of the Commodore during the absence, illness or incapacity of the Commodore or during a period as requested by the Commodore (Bylaw 9.3)</li> <li>• Ensures the Board abides by-laws, terms of reference and policies</li> <li>• Serves on or chairs at least one Committee</li> <li>• Provides regular reports to the Board and Membership and specific reports as requested</li> </ul>
Rear Commodore	<ul style="list-style-type: none"> <li>• Chairs the Regatta Week/Technical Committee</li> <li>• Submits annual race schedule to Sail Nova Scotia</li> <li>• Works with Treasurer, Learn to Sail Chair and Regatta Week/Technical Committee to prepare annual budget</li> <li>• Works with BYC Administrator and other Committees to develop grant proposals to support Regatta Week and other competitive events</li> <li>• Works with other Cape Breton yacht clubs to promote sailing events</li> <li>• Liaises and collaborates with Sail Nova Scotia to support local, regional and provincial training, development and competitive initiatives</li> <li>• At the request of the Board and subject to its directions will perform the duties of the Commodore during the absence, illness or incapacity of the Commodore and Vice Commodore or during a period as requested by the Vice Commodore (Bylaw 9.3)</li> <li>• Provides regular reports to the board and Membership and specific reports as requested</li> </ul>
Treasurer	<ul style="list-style-type: none"> <li>• Ensures custody of financial books and records of the Society and the Board</li> </ul>

	<ul style="list-style-type: none"> <li>• Works with BYC Administrator and volunteer financial expert to ensures board’s financial processes are current and meet acceptable standards</li> <li>• Ensures BYC is compliant with legislated requirements such as HST, payroll deductions, etc</li> <li>• Ensures legislated reporting requirements are completed and submitted on time</li> <li>• Shares signing authority with Commodore or designate and the BYC Administrator</li> <li>• Acts as Chair of the Finance Committee</li> <li>• Works with Board, BYC Administrator and committees to prepare an annual budget</li> <li>• Provides regular and annual financial reports to Board and Membership and specific reports and recommendations as requested or deemed necessary</li> </ul>
Secretary	<ul style="list-style-type: none"> <li>• Ensures minutes of BYC Board and general meetings are prepared, catalogued, stored and communicated according to bylaws and Board terms of reference</li> <li>• Works with BYC Administrator to ensure timely communication and response to requests, correspondence etc</li> <li>• Serves as Chair of the Member Services/ Communications Committee</li> <li>• Provides regular and annual reports to the Board and Membership and specific reports as requested</li> <li>• Ensures safe storage and use of the seal of BYC and ensures it is used on documents upon resolution of the Board (Bylaw 11.3)</li> <li>• Ensures that the BYC files its annual statement, a list of board of directors and addresses and dates of appointment or election to the Registry of Joints Stocks within fourteen days of a change of directors (Bylaw 11.1)</li> <li>• Ensures that a copy of every special resolution is filed with the Registry Joint Stocks within fourteen days of resolution being phased (Bylaw 11.2)</li> <li>• At the request of the Board and subject to its directions will perform the duties of the Commodore during the absence, illness or incapacity of the Commodore and Vice Commodore or during a period as requested by the Vice Commodore (Bylaw 9.3)</li> </ul>
Bar Chair	<ul style="list-style-type: none"> <li>• Acts as liaison between the Board and the Administrator or designated staff with respect to strategy and policy for Bar operations</li> <li>• Serves as chair of the Bar Committee</li> <li>• Provides regular reports to the Board and Membership and specific reports as requested</li> </ul>
Learn to Sail Chair	<ul style="list-style-type: none"> <li>• Leads development and implementation of Learn to Sail programs for all ages according to standards of Sail Nova Scotia and Sail Canada</li> <li>• Works with the BYC Administrator to recruit, hire and manage learn to sail staff and volunteers</li> <li>• Chairs Learn to Sail committee</li> </ul>

	<ul style="list-style-type: none"> <li>• Acts as BYC liaison with Learn to Sail aspects of Sail Nova Scotia and Sail Canada</li> <li>• Works with Treasurer, BYC Administrator and Learn to Sail Committee to prepare annual budget</li> <li>• Works with BYC Administrator to develop grant proposals to support Learn To Sail programs and activities</li> <li>• Provides regular and annual reports to the Board and Membership and specific reports as requested</li> </ul>
Property Chair	<ul style="list-style-type: none"> <li>• Makes recommendations to the Board for policy as it relates to BYC property</li> <li>• Chairs Property committee</li> <li>• Works with BYC Administrator and Board to identify and implement property maintenance schedule</li> <li>• Identifies property repair, replacement and improvement priorities</li> <li>• Leads property related capital projects with the Board</li> </ul>
Past Commodore	<ul style="list-style-type: none"> <li>• Provides perspectives, history and information to the Board about previous Board priorities and decisions</li> <li>• Past Commodore is full voting member of Board</li> <li>• Serves on committees as requested</li> <li>• Provides regular and annual reports to the board and Membership and specific reports as requested</li> </ul>
Director (applies to all Board Members)	<ul style="list-style-type: none"> <li>• Collectively with fellow board members, manages the activities of the society by engaging and determining duties, responsibilities and remuneration of staff, employees and contractors. (Bylaw 9.1)</li> <li>• Collectively with fellow board members, may appoint executive committee, or other committees as required, consisting of officers and others as the directors decide. (Bylaw 9.1)</li> <li>• Adheres to by BYC by-laws, terms of reference, duties and responsibilities and BYC policy manual (Bylaw 9.2)</li> <li>• Actively and regularly participates in BYC Board of Directors meetings</li> <li>• Provides perspectives, seeks clarification and generates dialogue from membership perspectives regarding issues, priorities, decisions and actions</li> <li>• Responds to Board communication and correspondence in timely way</li> <li>• Serves on at least one BYC committee</li> <li>• Participates in decision making as a member of the board</li> <li>• Supports Board decisions</li> <li>• Maintains Confidentiality according to BYC Policy</li> <li>• Declares conflict of interest as defined in BYC Policy</li> </ul>