

MACASSA BAY YACHT CLUB



BY-LAWS

Amended mm/dd/yy

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BY-LAW NO. 1

This by-law relates to the general conduct of the affairs of the
MACASSA BAY YACHT CLUB (MBYC)

Article 1 - GENERAL

1.1 Definitions

In this By-Law, unless the context otherwise requires:

- a. "Act" means the ***Not-for-Profit Corporations Act, 2010 (Ontario)*** and any Act that may be substituted therefore as amended or re-enacted from time to time;
- b. "Board" means the Board of Directors of the Corporation;
- c. "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the **Act** or that is deemed to have passed these by-laws under the **Act**;
- f. "Days" shall mean days, irrespective of weekends and holidays. 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 otherwise provided, be counted in such number of days or other period;
- g. "Director" means an individual occupying the position of director on the Board of the Corporation by whatever name he or she is called.
- h. "Member" means a member in good standing and a voting member of the Corporation. There are two classes of membership – voting and non-voting as defined in the Club's Membership Policy.
- i. "Members" means the collective membership of the Corporation; and
- j. "Officer" means an officer of the Corporation.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in the By-Law that are defined in the **Act** shall have the meanings given to such terms in the **Act**. Word importing the singular number include the plural and vice versa; words importing the

masculine gender include the feminine and other genders, and words importing persons may include individuals, corporations, partnerships, trusts and unincorporated organizations.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the **Act**, the provisions contained in the Articles or the **Act**, as the case may be, shall prevail.

1.4 Registered Office

The registered office of Macassa Bay Yacht Club shall be located in the City of Hamilton, Ontario unless changed in accordance with the provisions of the **Act**.

1.5 Corporate Seal

Any requirement for the Corporation to have a corporate seal is hereby dispensed with.

1.6 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. 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 person authorized to sign any document may affix the corporate seal, if any, to the document. 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.

Article 2 - DIRECTORS

2.1 Composition of Board

The affairs of the Corporation shall be managed by ten (10) Directors who shall also be Officers of the Corporation and will hold the positions named below:

Commodore
Vice Commodore
Secretary
Treasurer

Secretary-Treasurer
Director - Bar Management
Director – Building Maintenance
Director – Docks and Yards
Director – Entertainment
Director – Membership

2.2 Past Commodore

Past Commodore is an advisory position only to aid in the transition. The Past Commodore may attend Board meetings, but does not have a vote. The term is limited to one (1) year.

2.3 Sergeant-At-Arms

A Sergeant-at-Arms shall be elected by a majority vote from among the Members of the Corporation at the Annual Meeting. The Sergeant-at-Arms admits members in good standing into the Annual Meeting, administers and accepts telephonic/virtual/electronic votes; hands out ballots and acts as a scrutineer.

2.4 Borrowing Powers

- a. The directors may pass by-laws,
 - i. for borrowing money on the credit of the company;
 - ii. for issuing, selling or pledging securities of the company; or
 - iii. for charging, mortgaging, hypothecating or pledging all or any of the property of the company, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the company.

2.5 Eligibility of Directors

All Directors must have reached the age of majority in the Province of Ontario, be a Member in good standing of the Corporation and have been a Member of the Corporation for at least 12 months.

The following persons are disqualified from being a Director:

- a. a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- b. a person who has been found to be incapable by any Court in Canada or elsewhere;

- c. a person who has the status of bankrupt.

2.6 Nomination for Directors

- a. Nominations will take place at a Special Meeting prior to the Annual Meeting;
- b. Nominations for Directors shall be posted in the Club for a period of two (2) weeks prior to the Annual Meeting.

2.7 Election and Term

The Directors shall be elected by the Members to specific positions. The Articles of the Corporation provide for a minimum of ten (10) and a maximum of eleven (11) 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 or, if a special resolution empowers the Directors to determine the number, by Board resolution. No decrease in the number of Directors shall shorten the term of an incumbent Director.

Directors will serve terms of one year and then subject to reelection. Terms commence from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

2.8 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a Court or under Ontario law; or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.9 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a. the Board of Directors may in its discretion appoint a Member with less than twelve (12) month's good standing in the Corporation or a Social Member to hold such position in the event that a Director position is not filled at the Annual Meeting;
- b. a quorum of Directors may fill a vacancy among the Directors;
- c. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- d. 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 elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- e. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.10 Committees of the Board

Committees may be established by the Board as follows:

- a. 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; and
- b. Subject to the limitations on delegation set out in the *Act*, 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.

2.11 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the terms of the Membership Policy and the following:

- a. Directors shall be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors shall 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*.

Article 3 - BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Board may be called by the Chair or a Director at any time and any place on notice as required by this by-law.

3.2 Notice of Meeting

The Notice of the time and place for the meeting of the Board shall be given by the Secretary to every Director of the Corporation not less than seven (7) 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.3 Chair

The Chair shall chair the Board meetings. In the absence of the Chair, then the Directors present shall choose one of their number to act as the Chair.

3.4 Quorum

A quorum for the transaction of business will be five (5) Directors.

3.5 Voting

Each Director is entitled to one (1) vote. Voting shall be by a show of hands, unless a majority of Directors present request a secret ballot. Resolution shall be passed upon a majority vote. In the event of a tie, the Chair shall not have a second or casting vote; and the motion shall not pass.

3.6 Participation by Telephone/Electronic or Other Communications Facilities

If all 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.

Article 4 - FINANCIAL

4.1 Financial Year

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

4.2 Banking

The funds of the Corporation shall be deposited in such Canadian financial institutions as the Board may from time to time determine. Cheques drawn upon the Corporation's bank account shall be signed by the Directors of the Corporation as the Board may designate from time to time and in accordance with the financial policies adopted by the Board from time to time.

4.3 Sell, Lease Or Exchange All Or Substantial Amount of Its Property

A corporation may sell, lease, exchange or dispose of the undertaking of the corporation or any part of such undertaking as an entirety or substantially as an entirety, for such consideration as the corporation thinks fit, if authorized to do so by a special resolution.

Article 5 - OFFICERS

5.1 Officers

The Board shall appoint the Directors elected as commodore as Chair 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.

5.2 Duties of the Commodore

- a. The Commodore shall serve the same function as “President” within the meaning of the **Act** and shall be accorded that title for banking or corporate law purposes as well as the title of Commodore.
- b. The Commodore shall be charged with the general leadership, management and supervision of the affairs and operations of the Corporation to ensure the integrity of the Board’s process.
- c. The Commodore shall represent the Corporation in all dealings with outside organizations.
- d. The Commodore shall, when present, preside at all meetings of the Members of the Corporation and Board of Directors.
- e. The Commodore shall sign all instruments which require his/her signature and shall have such other power and duties as may from time to time be assigned to him/her by the Directors.
- f. The Commodore shall fulfil the responsibilities within the **Act** and have such other powers and duties as may from time to time be assigned to him/her by the Directors as set out in the **Job Description Handbook**.

5.3 Secretary

- a. The Secretary shall be the secretary of Meetings of Members and Board Meetings, and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat.
- b. The Secretary shall give all notices required to be given to Members and to Directors.
- c. The Secretary shall have custody of all records and documents of the Corporation, be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolution.
- d. The Secretary shall fulfil the responsibilities within the **Act** and have such other powers and duties as may from time to time be assigned to him/her by the Directors as set out in the **Job Description Handbook**.

5.4 Treasurer

- a. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation.

- b. The Treasurer shall render to the Members and the Board, whenever required, an account of all the transactions as Treasurer and of the financial provision of the Corporation.
- c. The Treasurer shall prepare a yearly budget for the Corporation and present it for approval to the Board of Directors.
- d. The Treasurer shall fulfil the responsibilities within the **Act** and have such other powers and duties as may from time to time be assigned to him/her by the Directors as set out in the **Job Description Handbook**.

5.5 Duties and Responsibilities of other Directors and Officers

The duties and responsibilities of the remaining Directors and Officers will be as set out in the **Job Description Handbook**.

Article 6 - PROTECTION OF DIRECTORS AND OFFICERS

6.1 Limitation of Liability

No Director, Officer or committee member of the Corporation is to be 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 of 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 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:

- a) complied with the **Act** and the Corporation's articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the **Act**.

Article 7 - 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.

Article 8 - MEMBERS

8.1 Members

Membership in the Corporation shall consist of the member classifications as outlined in the Club's Membership Policy.

8.2 Good Standing

A Member will be in 'good standing' provided that the Member has completed and submitted all required documentation, have complied with the By-Laws, have not been suspended or expelled, and have paid all required Members' dues. If the Member ceases to be in good standing they will not be entitled to vote at meetings of the membership.

Article 9 - MEMBERS' MEETINGS

9.1 Annual Meeting

An Annual Meeting shall be held at such time and on such day in each year as the Board may from time to time determine.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. 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
 - i. election of Directors; and
 - ii. such other or special business as may be set out in the notice of meeting.

- f. No other item of business shall be included on the agreement 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.

9.2 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.

9.3 Notice of Meetings

- a. Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided and in accordance with the **Act** of not less than ten (10) and not more than fifty (50) days before the meeting, to, each member entitled to receive notice of the meeting, each Director and the auditor of the Corporation.
- b. 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.

9.4 Service of Notice

- a. MBYC may establish with its Members and the Board, various means of communications especially related to notice of meetings of Members, and notice of proposed amendments to the By-Laws. The Corporation may maximize the use of e-mail, web-based information and other means of electronic communications that are in common use in Ontario. It is incumbent on Members to notify the Secretary if traditional mail is required in which case the Corporation will comply.
- b. Any Member may waive any notice required to be given to them under any provision of the **Act**, the Articles of the By-Laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- c. 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.

9.5 Quorum

A quorum for the transaction of business at a Members' Meeting is thirty-five (35) percent of voting members shall constitute a quorum for the transaction of business at all Meetings of Members.

9.6 Meetings Held By Electronic Means

A meeting of the members may be held by electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of this **Act** to be present at the meeting.

9.7 Chair of the Meeting

The Commodore or Vice Commodore shall be the Chairperson of any Members' Meetings. In the absence of the Commodore or Vice Commodore, the Board shall choose another Director as Chair and if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the Meeting.

9.8 Persons Entitled to be Present at Meetings

The only persons entitled to attend meetings are voting Members, the Directors, 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**. 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.

9.9 Voting of Members

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

- a. each Member shall be entitled to one vote at any meeting;
- b. the Chair of the meeting shall have one vote;
- c. votes shall be taken by a show of hands amongst all Members present including electronic participation;
- d. an abstention shall not be considered a vote cast;
- e. 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;

- f. if there is a tie vote, the chair of the meeting shall require a written ballot by all Members present including any electronic participation. If there is a tie vote upon written ballot, the chair shall not have a second vote and the motion is lost; and
- g. 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 any 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

9.10 Show of Hands

Voting shall be made by show of hands except in respect of elections, or in situations where a ballot is specifically required by a majority of the Members present.

9.11 Adjournment

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 thirty (30) days of 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.

Article 10 - DUES

All Members' dues, fees, dockage, storage and assessments shall be established annually by the Board.

Article 11 - DISSOLUTION

In the event of dissolution of the Corporation, after the payment of all debts and liabilities, its remaining property shall be distributed in accordance with the **Act**.

Article 12 - AMENDMENT OF THESE BY-LAWS

12.1 Amendment of Bylaws

The By-Laws may be amended in accordance with the **Act**.

12.2 Repeal of Prior By-Laws

In ratifying these By-Laws, the Members of the Corporation repeal all prior By-Laws of MBYC provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

The foregoing By-Law as revised is hereby ratified, sanctioned, confirmed and approved as revised by the affirmative vote of all Members entitled to vote at a meeting of Members duly called and at which a quorum was present. This By-law is approved as the sole By-law for Macassa Bay Yacht Club until amended in accordance with the provisions of that By-Law.

Enacted Date

Commodore

Secretary