



T.K. Sparks
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BYLAWS OF KELOWNA YACHT CLUB

Part 1 – Interpretation

1. In these Bylaws:

“Annual Member Dues” means the annual dues payable by Members in certain categories to the Club which are set by Members and adjusted in accordance with Bylaw 7 and otherwise administered in accordance with Club Policies;

“Annual General Meeting” means the annual Member meeting required under the Societies Act as otherwise described in these Bylaws;

“Board” means the Board of Directors of the Club which includes all Flag Officers, such number of Directors-at-large as are required by these Bylaws, and the Secretary and Treasurer appointed further to these Bylaws;

“Club” means the society registered in British Columbia as Kelowna Yacht Club;

“Club Policies” means all Board policies and operational policies and procedures set from time to time by the Executive Director and approved by the Board to govern the day to day administration of Club affairs. Club policies are to be interpreted subject to the Societies Act, these Bylaws & Regulations, in that order;

“Clubhouse” means all of the premises and facilities owned or operated by the Club, excluding the moorage basin;

“Clubhouse privileges” means all Member privileges to use the Clubhouse, a House Account and such other membership benefits as further prescribed or restricted in these Bylaws, the Regulations and Club Policies;

“Commodore” means the Flag Officer with the duties described in Bylaw 36;

“Directors” has the meaning defined under the Societies Act and refers only to voting Directors;

“Executive Director” means the person engaged by the Board to manage the day to day affairs of the Society further to these Bylaws;

“Flag Officers” The Flag Officers of the Club shall consist of those Directors elected as Commodore, the Vice Commodore, the immediate Past Commodore, the Rear Commodore, and the appointed Fleet Captain and Staff Captain further to these Bylaws;

“General Meeting” means a meeting of the Members as defined in the Societies Act;

“House Account” means a charge account with signing authority for use by certain Members that is administered in accordance with these Bylaws and Club Policies;

“Initiation Fee” means the amount of money payable to the Club by new Members in certain categories which amount is prescribed by Club Policies;

“Member” means those individuals or organizations accepted by the Club in one of the categories described in Bylaw 3;

“Members in Good Standing” means all Members are in good standing except a Member who has failed to pay Annual Member Dues or any other fees, assessments or debts as and when due and owing to the Club, and such Member is not in good standing for so long as their debt remains unpaid.

“Regulations” means the Regulations and Code of Conduct of Kelowna Yacht Club passed from time to time by the Board to govern Club affairs. Regulations are to be interpreted subject to the Societies Act and these Bylaws;

“Societies Act” means the *Societies Act (SBC 2015) Chapter 18* of the Province of British Columbia and all amendments thereto; and

“Special Resolution” means a resolution passed by voting Members in good standing in such number as is defined in the Societies Act.

2.
 - a. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa wherever the context so requires.
 - b. All references to ‘days’ shall mean clear days and exclude Sundays or statutory holidays in the province of British Columbia.
 - c. All references to ‘business days’ shall mean Monday – Friday, and exclude statutory holidays in the province of British Columbia.

Part 2 – Membership

3. Membership Classes. Members shall be comprised of the following Membership classes:

- a. **Regular Member.** Such a Member enjoys the full rights and privileges of membership in the Club and shall:
 - i. have attained their nineteenth (19) birthday;

- ii. be eligible to hold moorage (maximum one slip) in accordance with Regulations;
- iii. be entitled to all Clubhouse privileges including eligibility to use a House Account;
- iv. be eligible to hold office or vote at any General Meeting, in person or as represented by proxy;
- v. have spousal and family privileges as described in these Bylaws;
- vi. pay an Initiation Fee, Annual Member Dues and all other fees, assessments or debts as required by Club Policies; and
- vii. be responsible and accountable for the actions of their guests.

b. Junior Member. This Member:

- i. has not yet attained their nineteenth (19) birthday;
- ii. shall not be eligible to hold moorage;
- iii. may have access to the moorage basin in accordance with Regulations;
- iv. shall be entitled to all Clubhouse privileges except use of a House Account;
- v. shall not be eligible to hold office or vote at any General Meeting of the Club but may attend as an observer with no stated opinion;
- vi. shall not have spousal and family privileges as described in these Bylaws;
- vii. shall not pay an Initiation Fee;
- viii. shall pay Annual Member Dues and all other fees, assessments or debts as required by Club Policies; and
- ix. shall be responsible and accountable for the actions of their guests.

Any Junior Member in good standing, upon attaining the age of nineteen (19) years, who wishes to maintain Membership in the Club, may apply for an Intermediate or Regular Membership no later than ninety (90) days after their nineteenth (19) birthday and as prescribed by Regulations and Club Policies. If approved, such applicant shall not be required to pay an Initiation Fee for this change.

c. Intermediate Member. This Member:

- i. has attained their nineteenth (19) birthday but has not yet attained their thirtieth (30) birthday;
- ii. shall not be eligible to hold moorage;
- iii. may have access to the moorage basin in accordance with Regulations;
- iv. shall be entitled to all Clubhouse privileges including eligibility to use a House Account;
- v. shall not be eligible to hold office or vote at any General Meeting of the Club but may attend as an observer with no stated opinion;
- vi. shall have spousal and family privileges as described in these Bylaws;
- vii. shall pay an Initiation Fee, Annual Member Dues and all other fees, assessments or debts as required by Club Policies; and
- viii. shall be responsible and accountable for the actions of their guests.

Any Intermediate Member in good standing, upon attaining the age of thirty (30) years, who wishes to maintain Membership in the Club, may elect to become a Member upon written notice received by the Club no later than ninety (90) days following their thirtieth (30th) birthday. Such Member shall not be required to pay any further Initiation Fees for this change.

- d. Life Member.** Such person as may be unanimously agreed upon and recommended by the Board and approved by Members at the next Annual General Meeting. This person shall have made, in the opinion of the Board, an outstanding contribution to the welfare and development of the Club and shall:
- i.** have been a voting Member in good standing for a minimum of ten (10) years;
 - ii.** be eligible to hold moorage (maximum one slip) in accordance with Regulations;
 - iii.** be entitled to all Clubhouse privileges, including eligibility to use a House Account;
 - iv.** be eligible to hold office or vote at any General Meeting, in person or as represented by proxy;
 - v.** have spousal and family privileges as described in these Bylaws;
 - vi.** not be required to pay any additional Initiation Fee or Annual Member Dues but shall pay all other fees, assessments or debts as required by Club Policies; and
 - vii.** be responsible and accountable for the actions of their guests.
- e. Honorary Member.** Such membership is honorary and is bestowed upon a person appointed in the sole discretion of the Board for a period of one (1) year from the date of appointment. This person is not a Member at time of appointment and shall:
- i.** not be eligible to hold moorage;
 - ii.** not have access to the moorage basin except as prescribed by Regulations;
 - iii.** be entitled to all Clubhouse privileges including eligibility to use a House Account;
 - iv.** not be eligible to hold office or vote at any General Meeting of the Club, however may attend as an observer with no stated opinion;
 - v.** not have spousal and family privileges as described in these Bylaws;
 - vi.** not be required to pay any Initiation Fee or Annual Member Dues; and
 - vii.** be responsible and accountable for the actions of their guests.
- f. Lifestyle Member.** Such person wishes to enjoy the social aspects of the Club and shall:
- i.** have attained their nineteenth (19) birthday;
 - ii.** not be eligible to hold moorage;
 - iii.** not have access to the moorage basin except as prescribed by Regulations;
 - iv.** be entitled to all Clubhouse privileges, including eligibility to use a House Account;
 - v.** not be eligible to hold office or vote at any General Meeting of the Club, however may attend as an observer with no stated opinion;
 - vi.** have spousal and family privileges as described in these Bylaws;

- vii. pay an Initiation Fee, Annual Member Dues and all other fees, assessments or debts as required by Club Policies; and
- viii. be responsible and accountable for the actions of their guests.

Any Lifestyle Member in good standing who wishes to upgrade to Regular Member status must apply for approval as prescribed by Regulations and Club Policies and, if accepted, need only pay the difference between the current Lifestyle Member Initiation Fee and the current Regular Member Initiation Fee.

- g. **Member Emeritus.** Such person as may be unanimously agreed upon and appointed by the Board. This person shall have been a longer-term voting Member who made, in the opinion of the Board, exceptional contributions to the welfare and development of the Club and meets such other requirements as described in the Regulations. Such Member shall:
 - i. be a Member in good standing;
 - ii. not be eligible to hold moorage;
 - iii. have access to the moorage basin in accordance with Regulations;
 - iv. be entitled to all Clubhouse privileges, including eligibility to use a House Account;
 - v. not be eligible to hold office or vote at any General Meeting of the Club but may attend as an observer with no stated opinion;
 - vi. have spousal and family privileges as described in these Bylaws;
 - vii. not be required to pay any additional Initiation Fee or Annual Member Dues but shall pay all other fees, assessments or debts as required by Club Policies; and
 - viii. be responsible and accountable for the actions of their guests.

Any Member Emeritus in good standing who wishes to change to another Member status must apply for approval as prescribed by Regulations and Club Policies.

- h. **Corporate Member.** This class of Member is an organization that shall:
 - i. be eligible to hold moorage (maximum one slip) in accordance with Regulations;
 - ii. be entitled to all Clubhouse privileges, including eligibility to use a House Account;
 - iii. not be entitled to hold office or vote at any General Meeting of the Club, however may attend as an observer with no stated opinion;
 - iv. have up to six (6) designees who are either an employee, Partner, Director or Officer designated within the organization as the named Members to use the Clubhouse and have signing authority on a corporate House Account. Designees accept personal liability for any and all charges incurred, as prescribed by Club Policies;
 - v. membership includes three (3) designees, with each additional designee paying an additional fee as prescribed by Club Policies;

- vi. appoint one of the designees as the “Primary Member” who agrees to receive and respond to all communications from the Club;
- vii. pay any Initiation Fee and Annual Member Dues and all other fees, assessments or debts as required by Club Policies; and
- viii. be responsible and accountable for the actions of their guests.

The Primary Member shall be responsible and accountable for the actions of all corporate designees, and their guests and can only be changed by delivery of written notification as required by Club Policies. Any Corporate Member designee who wishes to upgrade to Regular Member status must apply for approval to do so and, if accepted, must pay such Initiation Fee as prescribed by Club Policies.

4. Applications for Membership. Any person may apply to the Board for any of one of the aforementioned Membership categories using the written form prescribed by Regulation. All applicants for Membership, including each named designee in a Corporate Membership application, shall be proposed and seconded by two (2) Members in good standing or otherwise vetted in accordance with Club Policies and shall be accompanied by such non-refundable deposits prescribed by Club Policies. The Board shall then consider such applications for Membership at its next regularly scheduled meeting or through an electronic vote and the decision of the Board shall be final and binding. The Board shall not be bound to provide the reasons for refusing Membership; however, it may do so at its own discretion.

5. Member Employees. No Member may be an employee of the Club except as per Club Policy.

6. Uphold Constitution. Every Member shall uphold the Club’s Constitution and comply with these Bylaws, Regulations and Club Policies.

7. Member Dues & Other Fees

- a. The Annual Member Dues and any other fees, assessments or debts shall be due and payable by way of an annual payment or by contracted monthly payments administered in accordance with Regulations and Club Policies. Annual payments must be received no later than November 30th in each and every year. Monthly payment plan requirements must be fulfilled no later than November 30th in each and every year.
- b. The amount of the Annual Member Dues shall be determined at the Annual General Meeting, provided that thereafter, Annual Member Dues shall be adjusted automatically each year in accordance with Club Policies.
- c. Any Member in default of payment of their Annual Member Dues or any other fees, assessments or debts due and owing after November 30th in any year shall be assessed a late payment fee.

8. Member Family & Spouses

- a. **Immediate Family.** For all membership classes that have spousal privileges, the Board shall, upon written notice from a Member in good standing, extend Membership to any spouse and all members of their immediate family under nineteen (19) years (“**Immediate Family**”), and all Annual Member Dues paid to date shall be considered to have been paid in respect of the Member and spouse divided equally. The spouse and Immediate Family shall enjoy all the rights, privileges and duties of the Primary Member until the Primary Member notifies the Club otherwise or their child reaches nineteen (19) years of age. Only one spouse with a voting Membership shall be entitled to vote at any General Meeting, and only one spouse shall be entitled to be elected to the Board at any one time. The Board may request reasonable proof of family status.

Upon attaining the age of nineteen (19), any Immediate Family of a Regular Member in good standing, who wishes to retain their Membership in the Club, must apply for approval to do so no later than ninety (90) days after their nineteenth (19th) birthday. Such Member shall not be required to pay an Initiation Fee for this change.

- b. **Separation.** Where spouses who share Membership become separated within the meaning of the *BC Family Law Act* (as amended from time to time), each may continue to hold Membership in the Club subject to Club Policies.
- c. **Death.** Upon the death of a Member in good standing, the surviving spouse, if not already a Member, shall automatically and without incurring any Initiation Fees, be entitled to all rights and benefits of the deceased spouse and shall continue as a Member with all privileges and obligations of the same Membership category as the deceased Member.

9. Leaves of Absence & Special Leave

- a. Providing they have not done so in the last twelve (12) months, any Regular Member in good standing, upon written notification to the Club office no later than October 31, can decide not to renew their Membership for the ensuing year, and may, on or before the first (1st) business day of November of the next Membership year, re-apply for Regular Membership and, if required, moorage subject to the waitlist like any new Member, without payment of another Initiation Fee.
- b. Any Member in good standing may apply in writing to the Board for a special leave of absence “**Special Leave**”, which can be no greater than four (4) years. If granted, all Club privileges will be suspended during a Special Leave, including moorage. On return, the Member may apply for reinstatement and moorage as required, subject to the waitlist like any new Member. No further Initiation Fee will be payable on return from a Special Leave.

10. Termination of Membership

- a. A Member may exercise their right to resign from the Club at any time.

- b. A Membership shall immediately terminate upon:
 - i. receipt of that Member's written resignation by the Club; or
 - ii. the Member's death; or
 - iii. being expelled in accordance with Bylaw 11; or
 - iv. failure to pay any Annual Member Dues, or any other fees, assessments or debts as required in these Bylaws and subject to Regulations and Club Policies.

11. Expulsion

- a. Any Member who, in the opinion of the Board, has been found to have conducted himself/herself in a manner unbecoming to the character and the interests of the Club, may be disciplined, expelled or suspended from the Club subject to Regulation and Club Policies, provided that:
 - i. the Board gives the Member written notice of any proposed suspension or expulsion at least ten (10) days before the Board meeting at which the proposed suspension or expulsion will be considered, including a brief statement of the reason or reasons for the proposed suspension or expulsion;
 - ii. the Board provides the Member a reasonable opportunity to make representations at the said meeting before any resolution for suspension or expulsion is put to a vote;
 - iii. a resolution to suspend or expel such Member is passed by no less than a 3/4 majority of the Board at a meeting held for that purpose; and
 - iv. any Member suspended or expelled from the Club shall receive written notification of such suspension or expulsion and the reasons therefore.
- b. An appeal of the ruling of the Board may be taken to a General Meeting to be convened in accordance with the provisions of these Bylaws and the Societies Act. Such appeal may be granted by the Membership if approved by Special Resolution.

Part 3 – Meetings of Members

- 12. **Timing.** General Meetings of the Club shall be held in accordance with the Societies Act and otherwise at such time and place, as the Board shall determine, provided that an Annual General Meeting is held at least once every calendar year.
- 13. **Meeting Business.** No other business shall be considered at a General Meeting other than that for which the said meeting was called.
- 14. **Member Requisition.** Provided the requisition meets the requirements of the Act, the Board shall, on the written requisition of not be less than ten percent (10%) of all voting Members in good standing, call a General Meeting. Such requisition shall state the business to be conducted at the General Meeting, including the text of any Special Resolution to be considered.
- 15. **Quorum.** A quorum for any General Meeting shall not be less than five percent (5%) of all voting Members in good standing at the time the meeting is called to order. For clarity, all Members who

vote electronically, in accordance with these Bylaws at a General Meeting shall be counted for purposes of establishing quorum as if they had actually attended such meeting, in person or by proxy.

16. Notice of Member Meeting

- a. At least seven (7) days' notice in writing shall be given of all General Meetings in accordance with Part 12 of these Bylaws.
- b. Subject to the requirements of the Societies Act, notice of a General Meeting is validly given if sent electronically to:
 - i. every Member in good standing shown in the Member register on the day notice is required to be given and who has provided an electronic address to the Club; and
 - ii. the Club's auditor.
- c. Such notice must specify the place, the day and the hour of meeting and include a brief statement of the business to be brought before the meeting, including the text of any Special Resolution to be considered.
- d. Notice of a General Meeting must also be:
 - i. posted on the Club website throughout a period commencing at least twenty-one (21) days before the meeting and ending when the meeting is held; and
 - ii. displayed in a prominent position in the Clubhouse and in the Club's newsletter.
- e. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

17. Copy of Financial Statements. A copy of the audited financial statements of the Club shall be made available, free of charge, to the Members at least ten (10) days before the date of an Annual General Meeting. A notice of availability will be posted in a prominent position in the Clubhouse and in the Club's newsletter.

Part 4 – Proceedings at General Meetings

18. The following business shall be transacted at an Annual General Meeting:

- a. the adoption of rules of order;
- b. the consideration of the financial statements;
- c. the report of the Board;
- d. the report of the auditor, if any;
- e. the reporting of election results or the election of Directors, as appropriate;
- f. the appointment of the auditor, if required; and
- g. such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

19. Proceedings without Quorum

- a. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.

- b. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- c. If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the voting Members in good standing present, constitute a quorum.

20. Chairperson

- a. Subject to Bylaw 25, the Commodore, the Vice Commodore, or in the absence of both, one of the other Flag Officers present shall preside as chairperson of a General Meeting.
- b. All resolutions proposed at a General Meeting shall be seconded and the chairperson shall not be empowered to move or propose a resolution.
- c. In case of an equality of votes, the chairperson of a General Meeting shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member.

21. Voting

- a. Each Member from a class with voting rights who, is in good standing at the time of voting is entitled to one vote.
- b. Voting may occur by; i) show of hands (unless required to be by other means further to these Bylaws), ii) ballot, or iii) other means, including electronic voting (“Electronic Voting”) as determined by the Board in their sole discretion, provided that:
 - i. where maintaining the secrecy of voting is prudent, the method established shall incorporate all reasonable steps to ensure appropriate confidentiality;
 - ii. where Electronic Voting is used, the notice of meeting will describe the type of voting to occur; provide instructions to access and use the chosen voting method and specify the period during which voting may occur;
 - iii. an Electronic Vote must be received by the Club within the specified period in order to be authenticated and counted, including for purposes of establishing quorum; and
 - iv. Members who knowingly attempt to use more than one voting method for any given vote may be expelled in accordance with Bylaw 11.
- c. In the event of a tie for any elected position that could affect the outcome of the election, a run-off election will be conducted for those candidates who were tied. The run-off election is to be conducted under the same rules as the original election.

22. Proxy Voting. Voting by proxy is permitted at General Meetings of the Club provided that:

- a. The Member granting the proxy must be in good standing throughout the duration of time for which the proxy is given;
- b. The Member holding the proxy must be a voting Member in good standing;

- c. The maximum number of proxies held by a Member attending a General Meeting is two (2);
- d. The form of proxy must be included with the notice of General Meeting or made available at the Club office upon request by any voting Member in good standing;
- e. The proxy must be dated, signed, signature witnessed and otherwise conform to Club policies;
- f. The proxy must be presented to the meeting registrar at least ½ hour prior to the commencement of the meeting at which the proxy is meant to be exercised; and
- g. Compliance with the above and validity of proxies shall be determined in the sole, good faith judgment and discretion of the meeting registrar.

23. Adjournment

- a. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

Part 5 – Board of Directors

24. General Powers of the Board. The Club shall be governed by the Board and:

- a. the Board may exercise all powers and do such acts and otherwise conduct the business, discipline and management of the Club, subject to all laws affecting the Club, these Bylaws, all Regulations and Club Policies; and
- b. the authority of the Board shall include the power to subscribe to, become a Member of and cooperate with any other Club or Association, whether incorporated or not, whose purposes are in whole or in part similar to those of the Club.

25. Prior Acts. No resolution passed in a General Meeting, invalidates a prior act of the Directors.

26. Number of Directors & Qualification

- a. The number of Directors shall at a minimum consist of the six (6) Flag Officers and three (3) Directors-at-large. An additional number of Directors-at-large may be determined from time to time by the Board.
- b. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.
- c. Every nominee for Director must, at a minimum be a voting Member in good standing and prepared to devote their efforts to the betterment and enjoyment of pleasure boating and such other pursuits as set out in the Constitution of the Club.
- d. All Directors must remain in good standing throughout their terms of office or be subject to removal under these Bylaws.

- e. In addition to the above, and in order to ensure the Directors holding senior offices are qualified and to enforce progression through the senior offices, every nominee for:
 - i. Commodore must have served the Club as Commodore or Vice Commodore during the prior year provided that, if the qualified candidate is not willing or able to serve, a voting Member who has served the Club as Rear Commodore during the previous year is eligible. In the absence of any candidates who fit these criteria, subject to Bylaw 29, any Past Commodore or Vice Commodore is eligible;
 - ii. Vice Commodore, must have served the Club as Vice Commodore or Rear Commodore during the prior year, provided that if the qualified candidate is not willing or able to serve, a voting Member who has served the Club as Director for at least the previous two (2) years is eligible. In the absence of any candidates who fit these criteria, subject to Bylaw 29, any past Rear Commodore is eligible;
 - iii. Rear Commodore must have served the Club as a Director for at least one (1) of the previous two (2) years; and
 - iv. in the absence of a nominee who fits the above criteria for any of the above offices, the Board will accept such nominee as selected by the Nominating & Board Development Committee further to Bylaw 30.

27. Director Elections & Terms. Subject to the term limits in Bylaw 29:

- a. except for the Fleet and Staff Captains, all Flag Officers shall hold office for a term of two (2) years, retiring at the second Annual General Meeting following their election or serving until such time as their successors shall be elected or appointed in accordance with these Bylaws, whichever is later;
- b. all Directors who are not elected Flag Officers sit “at-large” and shall hold office for a term of two (2) years, retiring at the second Annual General Meeting following their election or serving until such time as their successors shall be elected or appointed in accordance with these Bylaws, whichever is later. Notwithstanding the foregoing, if a Director-at-large wishes to stand for election as an elected Flag Officer, before their two (2) year term is up, they must first submit their resignation as a Director-at-large effective as of the date of the AGM when they stand for election as an elected Flag Officer;
- c. the Fleet Captain and Staff Captain positions are Directors-at-large who are appointed annually. Following consideration of any endorsements by their respective Fleets, the Board of Directors will appoint these positions at the first regularly scheduled Board of Directors meeting following the Annual General Meeting. While holding the role as Fleet Captain and Staff Captain, those individuals are Flag Officers of the Club. Election of all Directors-at-large occur at the Annual General Meeting;
- d. provided all Bylaws are satisfied, particularly with respect to eligibility and term limits, any retiring Directors shall be eligible for re-election, other than the immediate Past Commodore, which office shall be filled by the immediate last serving Commodore; and
- e. unless filled by acclamation, all Director elections shall be by ballot or other electronic means permitted by these Bylaws at or reported at a meeting held for that purpose.

28. Overall Director Term Limits. Notwithstanding the eligibility requirements of Bylaw 27, in order to ensure a healthy progression and turnover in the holders' offices of the Board, a Member who has served for:

- a. One (1) term of two (2) consecutive years as Commodore is thereafter ineligible for election to any office for two (2) years following their term as Commodore;
- b. One (1) term of two (2) consecutive years as Vice Commodore is thereafter ineligible for election as Vice Commodore, Rear Commodore or as Director-at-large for two (2) years following their term as Vice Commodore;
- c. One (1) term of two (2) consecutive years as Rear Commodore, is thereafter ineligible for election to that office or as Director-at-large for two (2) years following their term as Rear Commodore; and
- d. Three (3) consecutive terms as a Director-at-large is thereafter ineligible for election as a Director-at-large for two (2) years following their third (3rd) consecutive term as a Director-at-large.

29. Nominating & Board Development Committee.

- a. The Nominating & Board Development Committee shall be comprised of such Members in good standing as may be appointed by the Board and shall be chaired by the current Past Commodore. Should the Past Commodore be unable, unwilling or fail to act, then another Past Commodore shall be appointed by the Commodore to act instead.
- b. The Nominating & Board Development Committee shall discharge such duties as may be assigned to it from time to time by the Board including the following:
 - i. at least thirty (30) days before the date of the Annual General Meeting, the Nominating & Board Development Committee shall receive the names of all nominees for Director; each nomination being signed by two (2) voting Members in good standing and accompanied by the written consent of the person being so nominated;
 - ii. if required by Bylaw 27, the Committee shall also select such nominee as they shall deem appropriate and in the best interests of the Club to fill any of the positions described in Bylaw 27; and
 - iii. a list of all qualified nominees shall be posted in a prominent position in the Clubhouse at least fourteen (14) days in advance of the Annual General Meeting.
- c. Nominations shall be closed thirty (30) days prior to the date of the Annual General Meeting.

30. Vacancy on Board. The Board may at any time and from time to time appoint a voting Member in good standing to fill a vacancy in the Directors. A Director so appointed holds office only until the next Annual General Meeting but is eligible for re-election at the meeting, subject to these Bylaws.

31. Resignation. Any member of the Board may, by letter addressed to the Commodore, resign their office.

- 32. Removal of Director.** The Members may, by Special Resolution at a General Meeting called for that purpose, remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.
- 33. Director as Employee.** A Director shall not be an employee of the Club.
- 34. Remuneration.** No Director shall be remunerated for being or acting as a Director, but Directors shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Club.

Part 6 – Board Position

- 35.** The duties of the Flag Officers shall be as follows.
- a. Commodore.** The Commodore is the chair of the Board and shall supervise the other Flag Officers in the execution of their duties, provided that all operations and staff shall be directed through the Club's Executive Director. The Commodore shall see that the Bylaws, Regulations and Club Policies are enforced and shall have such powers and perform such other duties as are provided in the Bylaws or which may be given by the Board. The Commodore shall be an ex-officio member of all committees and sub-committees.
 - b. Vice Commodore.** The Vice Commodore shall assist the Commodore in the discharge of his or her duties and, in the absence of the Commodore, officiate instead. In the event of a vacancy occurring in the office of Commodore, the Vice Commodore shall succeed that office.
 - c. Rear Commodore.** The Rear Commodore shall assist the Commodore and the Vice Commodore in the discharge of their duties and, in their absence, officiate in their stead. In the event of a vacancy occurring in the office of Vice Commodore, the Rear Commodore shall succeed that office.
 - d. Staff Captain.** The Staff Captain shall assist the Commodore, the Vice Commodore and the Rear Commodore in the discharge of their duties and shall also supervise all power boat activities.
 - e. Fleet Captain.** The Fleet Captain shall assist the Commodore, the Vice Commodore and the Rear Commodore in the discharge of their duties and shall also supervise all sail boat activities.
 - f. Past Commodore.** The Past Commodore shall act in advisory capacity to the Board, based on his or her experience as Commodore of the Club, and shall carry out such duties and responsibilities as may from time to time be assigned to him or her by these Bylaws and the Commodore.
- 36. Other Board Positions.** In addition, the Board shall maintain the following positions on the Board by annual appointment subject to these Bylaws and otherwise upon such terms and conditions as it may deem advisable in its sole discretion:

- a. Secretary.** The Secretary shall:
 - i.** keep minutes of all General Meetings and Board meetings;

For clarity, the Secretary is not expected to have the duties or responsibilities of a “Senior Manager” under the Act.

b. Treasurer. The Treasurer shall:

- i.** be responsible for such financial records, including books of account, as are necessary to comply with the Societies Act; and
- ii.** be responsible for the rendering of financial statements to the Board, Members and others when required.

37. Secretary-Treasurer. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

38. Absent Secretary. In the absence of the Secretary from the meeting, the Directors present shall appoint another person to act as Secretary at the meeting.

39. Secretary & Treasurer Non-Voting. Unless the Secretary or the Treasurer position is filled by a Director, they shall not have the right to vote at any Board meeting.

40. Executive Director. The Board shall have the power and authority to engage or dispense with the services of an Executive Director to manage the day to day affairs of the Club and oversee the management and duties of all other employees of Club.

Part 7 – Proceedings of the Board

41. Board Meetings.

- a.** The Board may meet at such place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit subject to these Bylaws and Regulations.
- b.** The Board may from time to time fix the quorum necessary for the transaction of business. Unless so fixed, the quorum shall be a majority of sitting Directors then in office.
- c.** The Commodore shall be chairman of all meetings of the Board, but if at any meeting, the Commodore is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice Commodore or Rear Commodore shall act as chairman. If neither is present, the Directors present may choose one of their number to be chairman at that meeting.
- d.** Two (2) or more Directors may, at any time, convene a meeting of the Board with a minimum five (5) day written notice being provided to all Board members.

42. Board Resolutions.

- a.** All resolutions proposed at a meeting of the Board shall be seconded and the chairman shall not be empowered to move or propose a resolution.

- b. A resolution in writing signed by two-thirds (2/3) of all sitting Directors and placed with the minutes of Board meetings is as valid and effective as if ordinarily passed at a regular meeting of the Board.

43. Voting. Questions arising at any meeting of the Board shall be decided by a majority of votes.

44. Delegation to Committees.

- a. The Board may delegate any, but not all, of its powers to committees as it may see fit. Any committees so formed, in the exercise of the powers so delegated, shall conform to any terms of reference that may from time to time be imposed on it by the Board and shall report every act or thing done in the exercise of those powers at the next meeting of the Board.
- b. A member of the Board, who is chairman of a committee, may, in his or her absence from a Board meeting, delegate their powers to a committee member for the purpose of voting on matters relating to that committee only.

45. Committee Meetings.

- a. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- b. The members of a committee may meet and adjourn as they think proper.

46. Member Attendance at Board Meetings. A Member in good standing shall be entitled to attend any regular Board meeting, but, shall not be permitted to vote at or participate in discussions at any such meetings. Should a Member wish to be heard at a Board meeting, the Member shall give at least ten (10) days written notice to the Secretary of the Club requesting an opportunity to be heard and setting forth a brief description of the matter to be brought before the Board. The agenda for the next regular Board meeting shall then include a brief description of the matter to be brought before the Board by such Member.

47. In Camera Meetings. The Board and its Committees may hold meetings in camera. Every Director shall keep strictly confidential all information obtained in such a meeting unless the release of such information is required by law or is permitted by a decision of the Board.

Part 8 – Conflict of Interest and Indemnity

48. Disclosure of Director's Interest.

- a. Subject to the exceptions under the Societies Act, this section applies to a Director and senior managers who have a direct or indirect material interest in:
 - i. a contract or transaction, or a proposed contract or transaction, of the Club, or

- ii. a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that Director or senior manager’s duty or interest as a Director or senior manager of the Club.
 - b. In accordance with the Societies Act, a Director or senior manager to whom this Bylaw applies must:
 - i. disclose fully and promptly to the Board the nature and extent of their interest;
 - ii. abstain from voting on or consenting to a Board resolution in respect of the contract, transaction or matter in which they have an interest;
 - iii. leave the meeting, if any,
 - 1. when the contract, transaction or matter is discussed, unless asked by the other Directors to remain present to provide information, and
 - 2. when the other Directors vote on the contract, transaction or matter; and
 - iv. refrain from any action intended to influence the discussion or vote.
 - c. A disclosure under this Bylaw must be evidenced as required by the Societies Act.

49. Indemnification of Directors. Subject to the provisions and restrictions in the Societies Act, the Club must indemnify every present and former Director, senior manager or committee member against all costs, judgments, settlements, penalties or fines imposed with respect to any “eligible proceedings” as defined in the Societies Act and the Club must, after the final disposition of an eligible proceeding, pay all expenses actually and reasonably incurred by such person in respect of that proceeding.

Part 9 – Seal

- 50. The Board may provide for a common seal for the Club, and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 51. **Authority to Use Seal.** The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Commodore and any one (1) other member of the Board.

Part 10 – Borrowing

- 52. Subject to these Bylaws, the Board may, on behalf of the Club, lend or generally borrow money or secure the repayment of money as it deems appropriate to carry out the purposes of the Club, except that no mortgages or other security on land shall be granted without the sanction of a Special Resolution.
- 53. **Member Restriction.** The Members may, by Special Resolution, further restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual General Meeting.

Part 11 – Fiscal Year End & Auditor

54. The fiscal year end of the Club shall be the thirty-first (31st) day of October in each year.
55. **Auditor.** At each Annual General Meeting, the Club shall appoint an auditor to examine the accounts of the Club. The appointment shall be for one year unless the auditor is removed in accordance with Bylaw 58.
56. **Removal of Auditor.** Subject to other requirements of the Act, the auditor may be removed by ordinary resolution at a General Meeting called for that purpose and a replacement auditor must be appointed by ordinary resolution at the same meeting.
57. **Notice of Appointment & Removal.** An auditor shall be informed forthwith in writing of appointment and given prior written notice in accordance with the Societies Act of any meeting where removal of the auditor is to be considered.
58. **Auditor Restrictions.** No Board member and no employee of the Club shall be auditor.
59. **General Meetings.** The auditor may attend General Meetings.

Part 12 – Notices to Members

60. A notice sent by e-mail or fax shall be deemed to have been received on the third (3rd) business day following that on which the notice is sent by email or fax, and for proof that notice has been given, it is sufficient to prove that the notice was sent to the most recent email address or fax number provided by the Member.
61. If sent by mail, a notice shall be deemed to have been received on the third (3rd) business day following that on which the notice is posted, and, in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

Part 13 – Records

62. The Board, with the assistance of the Secretary or Secretary-Treasurer, shall cause minutes and all records required by the Act to be kept in any appropriate format and shall provide for the safekeeping of such information. Such minutes and records of the Club shall be open to inspection by all Members in good standing at such times and places as Club Regulations and Policies may provide.

Part 14 – Complaints

63. All complaints shall be made in writing to the Board.

Part 15 – Rules of Order

64. The Board must set rules of procedure to govern all General Meetings and Board meetings based upon *Robert's Rules of Order*. Such rules must be identified in Regulations and for other meeting purposes as appropriate and must remain consistent with these Bylaws and the Act.

Part 16 – Bylaws

65. On being admitted to Membership, a Member is entitled to and the Club shall provide, without charge, a copy of the Constitution and Bylaws of the Club.
66. **Amendments.** These Bylaws shall not be altered or added to except by Special Resolution.

Part 17 – Dissolution

67. Upon winding up or dissolution of the Club, the assets which remain after payment of all cost, charge and expenses which are properly incurred in the winding up shall be distributed to i) the Members in good standing or ii) such charitable organization or organizations registered under the provisions of the Income Tax Act (Canada) as may be determined by the voting Members in good standing at the time of winding up or dissolution.

Part 18 – Operations

68. The operations of the Club are to be chiefly carried out in the City and District of Kelowna, in the County of Yale in the Province of British Columbia.