

Victoria Beach Yacht Club Constitution

1. Name of the Club

The name of the organization shall be “The Victoria Beach Yacht Club”

2. Objectives

The objectives of the club shall be:

- To promote and encourage sailing, and a knowledge of interest in sailing generally;
- To promote such facilities as are necessary for sailing and the holding of sailing races;
- To organize and promote sailing races, local and regional regattas;
- To affiliate itself with any local, national or international sailing associations as may time to time be expedient; and
- To take such other actions from time to time as may be in the best interest of the members.

3. Office

The Victoria Beach Yacht Club’s office shall be located where the organization deems expedient.

4. Purpose

These By-Laws relate to the general conduct of the affairs of the Victoria Beach Yacht Club, a not-for-profit Association incorporated under the Manitoba Corporations Act.

5. Activities

The activities of the Victoria Beach Yacht Club shall be carried out without purpose of financial gain for its Members, and any profits earned by the Victoria Beach Yacht Club shall be used for promoting its objectives.

6. Fiscal Year

The fiscal year of the club shall terminate on March 31st in each year.

Victoria Beach Yacht Club By-Laws

By-Law I: Definitions

- 1.01 Act**
The Manitoba Corporations Act
- 1.02 Ad-hoc Committee**
Any committee, other than a Standing Committee, established by the Board to perform a certain task
- 1.03 Board**
The Board of Directors of the Victoria Beach Yacht Club.
- 1.04 Director**
An individual member elected or appointed to serve on the Board of Directors pursuant to these By-Laws.
- 1.05 Member**
Shall include all categories of membership pursuant to these By-Laws
- 1.06 Club**
Means the Victoria Beach Yacht Club
- 1.07 Officer**
An individual elected or appointed to serve as an Officer of the Club pursuant to these By-Laws.
- 1.08 Special Resolution**
A resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.

By-Law II: Membership

- 2.01 Classes of Membership**
The classes of membership shall be:
- a) Regular Member
 - b) Active Associate
 - c) Inactive Member
 - d) Honorary Member
 - e) Junior Member

2.02 Rights & Privileges of Membership

Each class of membership shall be given:

- a) Regular Members shall be afforded all membership rights, inclusive of the use of storage and locker, full racing benefits and accessibility to the compound. Additionally, regular members may be granted additional benefits upon resolution at the Annual General Meeting.
- b) Active Associate Members shall be afforded all membership rights with the exclusion of use of locker and storage facilities.
- c) Inactive Members shall not be afforded membership rights. They shall be afforded the right to regain their membership without the transfer fee requirement.
- d) Honorary Members, upon resolution of a two-thirds vote at an Annual General Meeting, shall be afforded all rights and privileges of regular members without payment of membership fees.
- e) Junior Members are members between the ages of seven (7) and eighteen (18) years of age.

2.03 Membership Fees

Annual membership fees shall be determined from year to year at the Annual General Meeting. Additional fees may also be determined at such Annual General Meeting.

Transfer Fees: All first time Regular and Active Associate Members shall pay a transfer fee. The Officers of the Board shall determine this fee and the schedule in which it's paid.

2.04 Member in Good Standing

A Member of the Victoria Beach Yacht Club shall be in good standing provided that the Member:

- a) owes no outstanding fees or other debts to the club;
- b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon them;
- c) has complied with the By-Laws, rules and regulations of the Club; and
- d) has fulfilled all terms and conditions of any disciplinary action.

2.05 Loss of Membership

Membership may be denied or revoked for cause, and a Member shall be suspended when their annual membership fees are in arrears by July 1st. In such case, the Member may be reinstated at the discretion of the Executive on payment of the arrears in full.

2.06 Meetings of the Membership

- a) The Annual General Meeting of the Membership shall be held within two (2) months of the fiscal year end.
- b) Notice of the Annual General Meeting shall be given to all members in good standing at least ten (10) days prior to the meeting.

- c) Quorum of the Annual General Meeting shall be at minimum six members in good standing.
- d) All members with exception to Inactive Members and Junior Members shall be entitled to one vote.

2.07 Order of Business

The order of business at the Annual General Meeting of Members shall be:

- a) Minutes of previous Annual General Meeting
- b) Business arising from the minutes
- c) Reports of Officers
- d) Reports of Directors
- e) Nominations of Officers and Directors
- f) Elections of Officers
- g) New Business

2.08 Special General Meetings

A Special General Meeting of the Membership may be called by a vote of the Officers of the Board. In the event a Special General Meeting is called, it shall occur within thirty (30) days of the vote or on the date prescribed in the vote.

Notification to the Special General Meeting shall be determined by By-Law 2.06 (b).

2.09 Proxy Voting

A Member eligible to vote who will be absent from the meeting can give their vote by proxy to a member who will be in attendance; however, each member in attendance is not allowed to submit more than two (2) proxy votes. Proxy votes may also be returned to the Secretary either by post or electronically, provided they reach the secretary at least 24 hours before the meeting. The Secretary will have sole and exclusive authority to determine the validity of any proxy votes either carried to the meeting by any member or received electronically, and any such determination will be final and binding and not subject to further appeal.

By-Law III: Election of Directors

3.01 Election/Appointment of Directors

At the Annual General Meeting, the following positions shall be elected:

- Commodore
- Treasurer
- Secretary

At the first meeting of the Officers of the Board, the following directors shall be appointed:

- Racing Co-Directors
- Communications Director
- Facilities Director
- Youth Development Director

The Past Commodore shall be automatically appointed by virtue of their position.

All positions shall be elected for a term of two (2) years.

3.02 Nominations

The Secretary shall receive nominations from Members starting twenty (20) days prior to an Annual General Meeting and shall be received from the floor of the Annual General Meeting in which an election is scheduled to occur.

3.03 Qualification to be Nominated

A Member may be nominated for the Board of Directors provided they:

- a) are a member in good standing
- b) be of at least eighteen (18) years of age and have the power under law to contract; and
- c) have no commercial or personal conflict of interest within the affairs of the Club.

3.04 Vote

If there are no more positions to be filled than nominations received, the Members shall vote by hands to accept the nominations and to elect them to the Board of Directors. In the event there is more than one (1) candidate for a particular position, the Members shall vote by secret ballot.

3.05 Vacancy of Office

In the event that a directorship is vacant, the Officers may vote to have someone fill the vacancy until the next meeting of the Membership.

By-Law IV: Directors and Duties of Directors

4.01 Affairs of the Club

The administration, management, and control of the affairs, property, business, and funds of the Victoria Beach Yacht Club will be vested in the Board of Directors, who will have full power with respect thereto. The Board of Directors are responsible for maintaining an annual operating budget.

4.02 Officers of the Club

The Officers of the Club shall be the Commodore, the Past Commodore, the Secretary, and the Treasurer. The offices of the Secretary and the Treasurer may be combined.

4.03 Duties of the Commodore

The duties of the Commodore shall be:

- a) To preside at all meetings of the Executive Committee, Board of Directors, and meetings of the Membership;
- b) to act as the representative of the Club to the general public;

4.04 Duties of the Past Commodore

In the absence of the Commodore, the Past Commodore shall fulfill all duties and functions of the Commodore.

4.05 Duties of the Treasurer

The duties of the Treasurer shall be:

- a) To maintain and be in charge of all books and records of the club;
- b) To collect all monies due and payable, and shall deposit the same in a safe place;
- c) To make payments required for the purposes of the Club, and maintain adequate records of all transactions;
- d) To present the financial report of the Club to the Members at the Annual General Meeting.
- e) to collect membership dues and make appropriate records in coordination with the secretary.

4.06 Duties of the Secretary

The duties of the secretary shall be:

- a) To keep minutes of all meetings of the Executive, Board, and General Meeting of Members;
- b) To conduct any correspondence required on behalf of the club;
- c) To keep a record of the names and addresses, including summer residences, of all Members in coordination with the treasurer;
- d) to keep Members informed as to matters of interest to them; and
- e) to allocate berthing locations and lockers to Members.

4.07 Duties of the Racing Co-Directors

The duties of the Racing Co-Directors shall be to organize and facilitate the Race Committee and to perform such functions of that committee.

4.08 Duties of the Communications Director

The duties of the Communications Director shall be to organize and facilitate the Communications committee and to perform such functions of that committee.

4.09 Duties of the Facilities Director

The duties of the Facilities Director shall be to organize and facilitate the Facilities Committee, and to perform such functions of that committee.

4.10 Duties of the Youth Development Director

The duties of the Youth Development Director shall be to organize and facilitate the Youth Development Committee, and to perform such functions of that committee.

4.11 Transfer of Duties

In the event a directorship is vacant, the Board may assign the duties of that directorship to another member on the Board by vote until such position is filled.

4.12 Meetings

The Board of Directors shall meet as frequently as is required to conduct the business of the Club.

4.13 Compensation

Elected Officers and Directors are volunteers and serve without any financial or in-kind compensation and shall not directly or indirectly receive any profit from their position. Officers or Directors may be paid reasonable expenses incurred in the performance of their duties provided the expense costs for these activities are pre-approved by the Treasurer or their designate.

4.14 Indemnity

Members of the Board of Directors will at all times be indemnified by the Victoria Beach Yacht Club and not be held personally liable for any actions taken, expenses incurred, or suit brought against them. This provision does not, however, include any willful or deliberate neglect or default. The Victoria Beach Yacht Club may buy appropriate insurance cover for this indemnification.

By-Law V: Committees

5.01 Standing Committees of the Club

The Standing Committees of the Club shall be the:

- a) Executive Committee
- b) Race Committee
- c) Communications Committee
- d) Facilities Committee
- e) Youth Development Committee

5.02 Executive Committee

The Executive Committee shall be comprised of the Commodore, the Past Commodore, the Treasurer, and the Secretary. The Executive Committee shall be mandated to manage the affairs of the Club in-between Board Meetings. Quorum of the Executive Committee shall be two (2) members.

5.03 Race Committee

The Race Committee shall be comprised of the Race Director and individuals appointed by the Board. The Race Committee shall be tasked with:

- a) arranging for regular sailing races to be held as often as seems desirable and to notify members in advance;
- b) supervising the start, finish, course making and such other aspects of all sailing races as are requisite for the proper holding of the same;
- c) devising and administering such local rules, handicaps, point scoring, racing conditions, etc. as may be appropriate from time to time; and
- d) promoting local and inter club regattas

5.04 Communications Committee

The Communications Committee shall be comprised of the Communications Director and individuals appointed by the Board. The Communications Committee shall be tasked with:

- a) arranging for suitable publicity of the activities of the club as will promote the aims of the club and the spirit of sailing as a recreation and hobby; and
- b) stimulating interest among prospective new members, and particularly, to encourage others to become members.

5.05 Facilities Committee

The Facilities Committee shall be comprised of the Facilities Director and individuals appointed by the Board. The Facilities Committee shall be tasked with:

- a) ensuring the Club and its facilities are maintained in the condition conducive to Sailing; and
- b) recommending repairs and additions to the Club facility and compound to the Board;

5.06 Youth Development Committee

The Youth Development Committee shall be comprised of the Youth Development Director and individuals appointed by the Board. The Youth Development Committee shall be tasked with:

- a) organizing, scheduling, and supervising sailing school originating from the Club; and
- b) promoting youth development at the Club by encouraging and organizing youth events.

5.07 Ad-Hoc Committee

The Board shall have the power to establish committees on such terms and conditions, as it deems appropriate, and shall determine the duties, the timing, and the manner of holding meeting, and which individuals shall sit on said committee.

By-Law VI: Club Identity

6.01 Colours of the Club

The colours of the Club shall be blue and gold. The Club logo shall be dark blue.

6.02 Flag

The Club flag shall be rectangular in shape of suitable size with the Club logo centered on the white background.

By-Law VII: Dissolution

7.01 Dissolution

In the event of the dissolution of the Club, the cash and other assets shall be distributed among regular members on a pro rata basis to the number of votes in which each member is entitled to at the time of such dissolution.

By-Law VIII: Amendments

8.01 Notice of Amendment

Any amendments to this document shall be written and presented to the Commodore at least fifteen (15) days prior to the Annual General Meeting. Members shall be given such notice of motions to amend in the notice distributed ten (10) days prior to the Annual General Meeting.

8.02 Ratification

All motions to amend this document shall require a two-thirds vote of Members present at a meeting of the membership.

By-Law IX: Adoption of By-Laws

9.01 Adoption of By-Laws

These By-Laws were ratified by the Members of the Club on *[Insert Date]*.

9.02 Repeal of Prior By-Laws

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

9.03 Posting of Documents

The Constitution and By-Laws, along with the Race Rules and schedule, shall be posted in the Club before July 1st of each year.

ENACTED by the Membership on _____ day of _____, 20____