

Gimli Yacht Club, Inc

Constitution and By-Laws

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BYLAWS OF GIMLI YACHT CLUB INC

CONSTITUTION OF THE GIMLI YACHT CLUB

ARTICLE I Name

The name of this club shall be: the Gimli Yacht Club, Inc.

ARTICLE II Interpretation

In this constitution and in all the by-laws of the club hereafter passed, unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be and vice-versa, and reference to the persons shall include firms and corporations.

ARTICLE III Head Office

The head Office of the Club shall be the Town of Gimli in the Province of Manitoba

ARTICLE IV

(a) Corporate Seal

The Seal of the Club, an impression whereof is stamped in the margin shall be the corporate seal of the Club.

(b) Club Burgee

The Club burgee shall have blue, white, blue vertical fields of equal width, the white field centrally placed and a red Viking Helmet displayed on the white field.

ARTICLE V Purpose

The purpose of the Club shall be to encourage sailing as a sport and pastime and, thereby, to justify the provision of a permanent sailing centre in Gimli by the 1967 Pan American Games Society.

ARTICLE VI Objects

The objects of the club shall be:

Constitution & By Laws of the Gimli Yacht Club
as of February 23rd, 2017

- (a) Agreements – to enter into such arrangements and agreements with the Town of Gimli and others as may be required to further the purpose of the Club;
- (b) Facilities – to develop and manage the Pan Am site, ie: club house, adjacent grounds and harbour areas, for the benefit of the club;
- (c) Programs – to provide competitive, educational and social events and programs for club members;
- (d) Hosting – to act as hosts for events and championships sponsored singly or jointly by class associations, provincial, national and international organizations to the degree that club programs and other commitments permit;
- (e) Liaison – to maintain liaison with the Manitoba Sailing Association, Canadian Yachting Association and similar organizations;
- (f) Neighbourliness – to conduct the affairs of the club in such a manner that recreational sailing becomes seen as an integral part of the life and well-being of the community.

ARTICLE VII Membership

Membership in the Club shall be open to anyone who agrees to abide by the rules, regulations and by-laws of the Club and has completed such application form as may be specified by the Board of Directors, and whose membership is proposed by a Senior Member and affirmed by a majority vote of the Board of Directors present at any meeting, at which this question is raised

ARTICLE VIII Fees

The Board of Directors may from time to time in its discretion, assess dues, fees or assessments to be paid by the Senior Members and/or any category of Restricted Members of the Club.

ARTICLE IX Meetings and Adjournments

- (a) These may be annual, special, general and Board meetings of the Club as defined in the By-laws. The convening of meetings will be as detailed in the By-laws.
- (b) Any meetings of the Club or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meetings from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE X Board of Directors

The property and business of the Club shall be managed by a Board of Twelve (12) Directors, two (2) of whom may be appointed by the Gimli Town Council, if it so wishes. The method of election and duties of the Board shall be as defined in the By-laws. In addition to the Directors provided for in this article, the immediate Past Commodore shall be a member of the Board ex officio.

ARTICLE XI Indemnity of Directors

The Club hereby acknowledges that each and every Director of the Club shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Club and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever, which such Directors sustains or incurs in or about any actions, suit or proceeding which is brought, commenced or prosecuted against him or them for, or in respect of, any act, deed, matter of thing whatsoever made, done or permitted by him or them in or about the execution of the duties of his or their offices, and also from and against all other costs, charges and expenses which he or the sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or their own wilful neglect or default.

ARTICLE XII Property of the Club

The Club is hereby authorized from time to time to purchase, acquire, lease or hold for the annual use and occupation property both real and personal with full power to sell, alienate, mortgage, lease, exchange or in any way dispose of same or any part thereof. The acquisition by lease, mortgage, transfer or otherwise of property both real and personal shall be approved by the Board of Directors and ratified by the Annual, or Special Meeting of the Club.

ARTICLE XIII Borrowing Power

For the purpose of carrying out its objects, the club may borrow and secure payment of monies in such a manner as it thinks fit.

ARTICLE XIV Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with this By-law relating to the management and operations of the Club as the deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Club when they shall be confirmed and in default of confirmation at such annual meeting of members, shall at and from that time cease to have force and effect.

ARTICLE XV Amendments

- (a) Amendments to the Constitution may be made by a two-thirds majority vote of the members present, eligible and voting at an Annual meeting providing that notice of the proposed amendment has been included in the notice of meeting.
- (b) Amendments to the By-laws may be made by a majority vote of the members present, eligible and voting at an annual, special or general meeting of the Club.

ARTICLE XVI Dissolution of the Club

- (a) The Business of the Club shall be carried on without purpose of financial gain for its members and any profit or other accretions shall be used for promoting its purpose as described in the constitution.
- (b) In the event of the dissolution of the Club, all of its remaining assets, after payment of liabilities shall be either distributed to one or more recognized charitable organizations in Manitoba, of, upon a two-thirds majority vote of members at an annual, special or general meeting, distributed to one or more organizations in Manitoba with similar interests.

BY-LAWS OF THE GIMLI YACHT CLUB

ARTICLE 1 – Types of Membership

There shall be the following classes of membership and voting entitlements:

a) Voting

a. Single Membership

i. Has one senior member entitled to vote providing the member is 18 years or older.

b. Couple Membership

i. Has two senior members entitled to vote providing each member is 18 years or older

c. Family Membership

i. Has two senior members entitled to vote providing each member is 18 years or older

b) Restricted members consisting of such non-voting categories as the Board of Directors may from time to time designate.

c) The definitions and privileges of these memberships shall be set annually by the Board of Directors

ARTICLE II - Election to Membership

(a) Application for membership shall be made by completing such application forms as may be specified by the Board of Directors.

(b) Following completion of the appropriate form, applications for membership may be proposed by a senior member and affirmed by a majority vote of the Board of Directors present at any meeting at which the question is raised.

(c) Each application shall submit the current annual dues with his application, the same to be refunded if the application is refused.

(d) A member may withdraw his membership from the Club by resignation in writing left with the Secretary or at the office of the Club.

ARTICLE III - Membership Fees

Should the Board establish dues, fees or assessments, the Treasurer shall notify the members of the amount of such dues fees or assessments at any time payable by them.

(a) If the said dues, fees or assessments are not paid with thirty (30) days of the date of such notice thereof any member in default shall cease to be a member of the Club, if the Board so decides by a majority vote, cast by the Directors present at a meeting called for this purpose. But any member may, upon payment of all unpaid dues, fees and assessments, be reinstated by a majority vote of the Board of Directors, cast at a meeting called for this purpose.

ARTICLE IV - Membership Meetings

- (a) The annual meeting of the members shall be held between the 1st day of November and the 30th day of April of the following year at such place and on such day as the Board of Directors shall decide.
- (b) At every annual meeting, in addition to any other business that may be transacted, the following matters shall be dealt with:
 - i. The report of the Board shall be received and reviewed
 - ii. The Financial Statement for the preceding year shall be submitted
 - iii. The Directors shall be elected
 - iv. The Auditors of the Club shall be appointed
- (c) A special general meeting of the members of the Club shall be called by the Commodore upon receipt of a petition signed by not less than 15% of the senior members of the Club as at June 1st of the previous year, providing that there are at least 10 separate memberships represented by the members making the request and setting forth the specific reason or reasons for calling such a meeting. A quorum for a special general meeting shall equal 15% of the voting members of the Club as at June 1st of the previous year.
- (d) A general meeting of the members of the Club may be called at any time by the Board of Directors or the Commodore or the Vice Commodore.
- (e) Notice of the annual, general or special meeting of the Club shall be given to each senior member, at least fourteen (14) days before the time fixed for the holding of such meeting by a notice in writing specifying the date, time and place of the meeting.
- (f) The quorum for any annual or general meeting of the Club shall be 15 senior members.
- (g) Questions arising at any meeting of members shall be decided by a majority vote of the senior members present at the meeting. The Chairman at all general or special meetings may move, second or vote upon any resolution, By-law or any other matter or thing, and may act in any matter whatsoever as if he were a senior member only and not chairman of such meeting. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (h) Each senior member shall be entitled to one (1) vote and the vote shall be given in person.
- (i) The senior members present at any meeting shall determine by a show of hands, the manner in which any subsequent voting is to be held.

ARTICLE V - Board of Directors

- (a) Two weeks before the date set for the annual meeting, the Secretary of the Club shall notify the Gimli Town Council thereof and if on or before the holding of the meeting, the said Council does not notify the Club of its intention to so appoint two (2) Directors, the full Board of twelve (12) members shall be elected at the meeting.
- (b) The Board of Directors may appoint to the Board, Honorary Directors who will not vote but may have any other rights or privileges the Board may deem proper.

- (c) The qualifications of a Director, with the exception of any appointed by the Gimli town Council, shall be the maintenance, throughout his term of office, of a Senior Membership in the Club
- (d) The office of the Director shall automatically be vacated:
 - i. If a Director shall resign his office by delivering a written resignation to the Secretary of the Club,
 - ii. If he is found to be mentally incompetent person or becomes of unsound mind,
 - iii. If he becomes bankrupt or suspends payment or compounds with his creditors,
 - iv. If at a special or general meeting of members an extraordinary resolution that he be removed from office is passed,
 - v. Upon being removed from the Board of Directors under Article VII(e),
 - vi. On death,
 - vii. Subject to Article V(c)
- (e) A Director shall hold office for two years, until the second annual meeting after he shall have been elected, and shall remain in office thereafter until his successor shall have been duly elected and qualified.
- (f) Notwithstanding the provisions of Article V (e) of these By-laws at the first election of a Board of Directors following the adoption of these By-laws, five Directors be elected for terms of one year and five Directors will be elected for terms of two years.

ARTICLE VI - Election of Directors

- (a) At least two (2) months prior to the Annual Meeting, the immediate Past Commodore and two (2) other senior members chosen by the Board shall form a nominating committee and the nominating committee shall nominate a slate of directors indicating, in addition, which are nominated officers. The membership shall be notified of these nominations six (6) weeks prior to the Annual Meeting and at the same time the membership will be invited to bring forward additional nominations provided that such nominations shall be accompanied by evidence of the nominee's willingness to stand for election. Nominations shall be open for two (2) weeks. All nominations received by one month prior to the Annual Meeting will then be included with the notice of Agenda for the Annual Meeting. In the event that the immediate Past-Commodore is unable or unwilling to act in this capacity, the Board of Directors may invite a senior member of the club to form a nominating committee.
- (b) Nominations for Director or Officers may also be made by any two (2) senior members from the floor of the meeting.
- (c) Any nominations for Directors or Officer shall be subject to the person nominated consenting thereto. Unless present at the meeting, the person's consent is to be secured in writing in advance of the meeting.

- (d) The Senior members present at the annual meeting shall determine by a show of hands, the manner in which the voting to elect the Directors and Officers is to take place.

ARTICLE VII - Duties and Powers of Directors

The Directors shall be responsible to the members for the general operation of the Club and without restricting the generality of the foregoing shall be empowered:

- (a) To undertake to further the objects of the Club by whatsoever means they deem advisable;
- (b) To make whatever expenditures as are necessary to carry out the objects of the Club;
- (c) To delegate their duties and responsibilities to a committee or committees when such delegation is deemed advisable by the Directors provided that each committee adheres to the approved Terms of Reference for that committee;
 - a. For the purposes of the membership committee when they are presiding over the Complaint Resolution Process they are deemed to be members of the board.
- (d) To hold meetings as hereinafter set forth;
- (e) To force the resignation of any director, who without just cause is absent from more than two (2) consecutive meetings of the Directors or who fails to satisfactorily perform his duties as Director or fails to act in the best interests of the Club upon the affirmative vote of two-thirds (2/3) of the Directors;
- (f) If a position on the board of Directors shall be or become vacant by reason of death, resignation or disqualification or otherwise, the remaining Directors by resolution may fill such vacancy, notwithstanding the provisions of Article VI of these By-laws;
- (g) Where a matter of an urgent nature arises that requires the immediate decision of, or action by, the Board of Directors, reasonable effort shall be made to notify each member of the Board of Directors, but a decision made or action taken, in good faith, with the approval of:
 - (i) at least one of the Past Commodore, Commodore, Vice-Commodore, Rear Commodore; and,
 - (ii) any two additional members of the Board of Directors shall be valid and in effect immediately upon the Board having made a decision regarding the matter or taken action regarding the matter. Any such decision made or action taken shall be reviewed at the next scheduled meeting of the Board of Directors and shall be ratified, amended or set aside at such meeting.
- (h) To determine the amount of remuneration (if any) payable to the officers of the Club;
- (i) To exercise the borrowing power of the Club;

ARTICLE VIII - Meetings of Directors

- (a) The Directors shall meet regularly at least four (4) times in each year and shall meet at any time upon the request of five (5) Directors.
- (b) Notice of Directors' meetings shall be given at least one (1) week in advance of the meeting by any method the Secretary thinks sufficient. Any meeting of Directors may be held at any place and time without such notice if all the Directors are present or if a quorum is present, and those Directors who are absent have signified consent, in writing, to the holding of the meeting in their absence or subsequently thereto signify their consent thereto, in writing and any resolution passed or proceeding had or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director. For the first meeting of the Board of Directors to be held immediately following the election of Directors at an Annual or General meeting of members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of Directors be present.
- (c) A quorum
- (d) for any meeting of the Directors shall be five (5) Directors.
- (e) Questions arising at any meeting of Directors shall be decided by a majority vote of the Directors present at the meeting. The Chairman at all meetings or Directors may move, second or vote upon any resolution. By-law or any other matter or thing, and may act in any manner whatsoever as if he were a Director only and not Chairman of such meeting. In case of an equality of votes, the Chairman for the meeting shall have a second or casting vote.

ARTICLE IX - Election of Officers

The first five (5) Directors to be elected pursuant to Article VI will be in addition the following respective executive officers:

- a. Commodore
- b. Vice Commodore
- c. Rear Commodore
- d. Secretary
- e. Treasurer

The Board of Directors may from time to time appoint such other officers and agents, as it deems necessary, which officers and agents shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors, which appointments are subject to approval by the senior members at the next following annual meeting.

ARTICLE X - Duties of the Executive Officers

(a) The Commodore shall:

- i. Be the chief executive officer of the Club, be responsible for the general supervision of the Club and shall preside at all meetings of the Club and of the Directors and shall enforce the rules and regulations of the Club; he shall sign such contracts, documents or instruments in writing as required his signature and shall have powers and duties as may from time to time be assigned to him by the Board of Directors or as are incident to his office;
- ii. Be ex-officio a member of all committees except the nominating committee.

(b) The Vice-Commodore shall:

- i. Be vested with all the powers and shall perform all the duties of the Commodore in the absence or inability or refusal to act of the Commodore, and shall also have such other powers and duties as may from time to time be assigned to him by the Board of Directors.

(c) The Rear Commodore shall:

- i. Be vested with all the powers and shall perform all the duties of the Vice-Commodore in the absence or inability or refusal to act of the Vice-Commodore, and shall also have such other powers and duties as may from time be assigned to him by the Board of Directors

(d) The Secretary shall:

- i. Give or cause to be given notices for all meetings of the Board of Directors and senior members of the Club when directed to do so and have charge of the Minute Books of the Company along with the seal of the Club, and all records, reports and communications connected with the business of the Club;
- ii. Sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incident to his office.

(e) The Treasurer shall:

- i. Have the care and custody of all the funds and securities of the Club and shall deposit the same in the name of the Club in such bank or banks or with other depositaries as the Board of Directors may direct;
- ii. Keep or cause to be kept the books of account and accounting records and shall make same available for inspection when requested to do so by the Board of Directors;
- iii. Sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as incident to his office.

ARTICLE XI - Administration and Legal

- (a) Inspection of Books and Records: The books and records of the Club may be inspected by senior members at such time and place as the Directors may from time to time determine.

- (b) Auditors: The senior members shall at each Annual Meeting appoint a professional auditor or audit the accounts and operations of the Club.
- (c) Signatures and Certifications of Documents:
 - i. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of the Club's Executive Officers;
 - ii. All contracts, documents or any instruments in writing requiring the signature of the Club other than those instruments set forth in sub-paragraph (a) hereof, shall be signed by the Commodore or the Vice-Commodore together with the Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Club without further authorization or formality provided the seal of the Club is affixed to such contract, document or other instrument in writing.
- (d) Fiscal Year: the fiscal year of the Club shall terminate on the 31st day of October in each year.
- (e) Errors in Notice - Board of Directors: No errors or accidental omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and may rectify and approve of any or all proceedings taken or had thereat.
- (f) Error of Omission in Notice: No error or accidental omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any members may at any time waive notice of any such meeting and may ratify may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE XII - Enforcement of the Rules and Regulations

- a) The Board of Directors may make such rules and regulations, as it determines may be necessary, for the management and operation of the Club, its property, facilities and activities, including, but not restricted to, the conduct and behaviour of its Members, children of the Members and guests, provided such rules and regulations are not inconsistent with the Constitution and By-laws set out herein. For greater certainty, each Members shall be liable for the conduct and behaviour of each child of the Member and for each guest of the Member.
- b) It is expected that each and every Member will assist in the enforcement of the rules and regulations of the Club; first by voluntarily complying with those rules and regulations, and secondly by encouraging all guests of the Club to comply with the rules and regulations of the Club;
- c) Parents are likewise expected to make their children aware of these rules and regulations, and to make every reasonable effort to ensure that their children comply with these rules and regulations;
- d) Where a complaint is made that a Member or a child or a guest of a Member has violated a rule or regulation, or is alleged to be in violation of a rule or regulation, Club Members are encouraged:

- (i) to speak to that Member directly about the matter in a respectful and discreet manner to that Member; or
 - (ii) where the matter complained of is not resolved, the complainant shall refer to the Board of Directors approved Code of Conduct and Complaint Resolution Process for further direction and consultation on the matter.
- e) Where:
- (i) A Member declines to follow with the Complaint Resolution Process, the Board of Directors shall deal with the complaint in accordance with the provisions set out in the Constitution and the By-Laws of the Gimli Yacht Club;
 - (ii) Following a discussion, the Board of Directors determines, by a vote of 2/3 of the Board of Directors, that a Member, or a child, or the guest of a Member has violated the Code of Conduct or any of the provisions or rules or regulations of this By-law, the Board of Directors may order:
 - a.) that the Member or if a child or a guest of a Member, the Member then be admonished, or
 - b.) expel or suspend the Member for cause, as a person unfit to remain a Member of the Club, provided written notice of such intended action is given to the Member
- f) The decision of the Board is final and cannot be appealed. Members who have had their membership terminated by the Board may reapply for membership in the next membership year subject to the Boards discretion.