



Conestoga Sailing Club By-Laws

Dated April 11, A.D. 1961


Province of Ontario

Letters Patent

Incorporating

Conestoga Sailing Club

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Recording Officer

PROVINCIAL SECRETARY'S OFFICE
TORONTO, ONTARIO.

FORM NO. 100

Article I - Name

1.01 This Club shall be known by the title of 'Conestoga Sailing Club' and shall be referred to in this document as 'the Club'.

Article II - Objects

2.01 The objects of the Club shall be to establish, maintain and conduct a sailing club and to promote among the members of the corporation and others an interest in the sport of sailing and allied recreation; to encourage all phases of sailing on Conestoga Lake and to promote a high standard of skill and seamanship in the handling of sail craft; to foster a friendly and co-operative spirit among its membership; to perpetuate the tradition and fine spirit of the sport of sailing; and to arrange, develop and maintain proper facilities for the recreation of the Members of the Club on a non-profit basis.

2.02

1. In order to ensure 2.1 above; to provide guidance to new members in the selection of boats; to ensure the continued strength of classes; and to encourage level class racing; racing fleets shall be recognized by the the Club. The growth of these fleets shall be fostered and encouraged. The Club shall provide championship trophies for these fleets as required.
2. A recognized racing fleet shall contain at least five active racing boats. For the purpose of this clause, an 'active racing boat' is defined as:

- a) a measured or one-design boat that raced on at least five separate occasions within the previous twelve months; or,

- b) a boat that was measured for the first time during the previous twelve months; or,
- c) a measured or one-design boat that has changed hands during the previous twelve months.

3. The recognized racing fleets for a particular year will be those fleets which, on June 1 of that year, contain five active racing boats as defined above.
4. Each fleet may appoint from its own membership, a class Fleet Captain whose duties shall include measurement, where applicable, buoyancy tests for all boats, liaison with the Class Association and their official publications with a view to supporting club activities and regatta events.
5. All members have the right to participate in club races regardless of the type of sailboat they own.

2.03 Under the direction of the Executive Board the Club may encourage the sport of board sailing.

Article III - Membership

3.01 Members of the Club shall consist of persons who have paid the required fees for the current year and been admitted to Membership by the Executive Board. There are two classes of Membership: Family Membership and Youth Membership.

3.02 Each Family shall be entitled to designate one of the family unit of legal age who shall be entitled to vote at general meetings of the Membership.

3.03 For this document Family is defined as the member, spouse and dependent children.

3.04 Families of Members holding Family Membership shall have the same rights and privileges as Members, except

for the right to vote at general meetings of the Membership.

3.05 A Youth Membership is available to all persons under the age of 21 years. Such membership does not require an initiation fee to be paid and does not confer the right to vote at general meetings of the membership.

3.06 Membership privileges may be extended to guests, subject to the payment of fees where applicable, and at the discretion of the Executive Board. A Guest is a participant in a Club-sponsored event, a short-duration guest of a club member, a member of a fraternal sailing club, a participant in the Sailing School, or other person at the discretion of the Executive Board.

3.07 Honorary Membership may be granted on the recognition of the Executive with the approval of a general meeting.

3.08 No membership shall be transferable.

3.09 Members shall be required to abide by the provisions of the By-laws of the Club and the Executive Board Regulations.

3.10 Only Members and guests are permitted to use the Club facilities.

Article IV - Membership Application

4.01 Each candidate for Membership shall complete a current application form. This application accompanied by the current first year's dues plus any applicable initiation fee shall be submitted to the Secretary.

Article V - Dues and Fees

5.01 The annual dues for Membership and the initiation fees shall be in such amount as may be determined by the Executive Board and approved at a general Meeting of the club following notice of motion 15 days in advance.

5.02 The annual dues for each member shall be due and payable on the first of April in each year for the next twelve months following. Annual dues and fees received after May 1st in any year shall entitle Membership only for the balance of the Current Membership

year and shall not be prorated, excepting new memberships which may be prorated at the discretion of the Executive Board.

5.03 Evidence of Membership and receipt for annual dues or fees in this club shall consist of a current Membership card signed by the Treasurer.

5.04 Annual fees for Youth Members shall be established by the Executive Board at a convenient amount, approximately one half of the fee for Family Membership.

Article VI - Resignations and Discipline

6.01 The Executive Board may censure, suspend, or expel a member for acting contrary to the letter and spirit of the By-laws of the Club.

6.02 There shall be no refund of dues or fees in whole or part to any deceased, resigning, or expelled Member.

6.03 Any complaint relevant to Section 6.01 Article VI shall be in writing signed by the member making it, and shall be addressed to the Executive Board through the Secretary.

6.04 The Executive Board shall grant a hearing to the Member against whom the complaint is made. After the hearing the Board shall have the power

- a) To dismiss the complaint,
- b) To censure, remove from office, suspend or expel such Member,
- c) To request such Member to resign. If after thirty days written notice to resign the Member in question fails to resign, the Executive Board may expel such Member without further notice or proceedings.

6.05 Any elected or appointed officer or committee member may be removed from office for due cause by the Executive Board providing sections 6.03 and 6.04 of Article VI are followed.

Article VII - Meetings and Notice

7.01 The Annual General Meeting of the Club shall be held during the month of

November at such a place, date and time as shall be designated by the Executive Board. The notice of such meeting shall be mailed to each Member at his or her last recorded address at least 15 days prior to such meeting and shall specify the business to be transacted as well as the list of nominees for directors during the forthcoming year as proposed by the Nominating Committee.

7.02 In addition to the Annual General Meeting there shall be at least one Regular General Meeting each year at such place, date and time as shall be designated by the Executive Board. Notice of such regular meetings shall be given all members at least 15 days prior to such meeting.

7.03 Special General Meetings of the club may be called at any time, place and date within thirty days following a request by the Commodore, or the Executive Board, or by written request of five Members. Such requests shall specify the purpose for which the meeting was called, and at such a Special General Meeting only such business as is set forth in the notice shall be transacted. Notice of Special General Meeting shall be given all Members at least 15 days prior to such a meeting.

Article VIII - Order of Business

8.01 The order of business at a Regular General Meeting of the Club shall be as follows:

- (a) Call to order.
- (b) Roll call of Voting Members.
- (c) Notice of Meeting.
- (d) Minutes of the previous General Meeting and any subsequent Special General Meeting.
- (e) Business arising out of the Minutes.
- (f) Reports of Officers.
- (g) Reports of Committees (except Nominating Committee).
- (h) Unfinished business.
- (i) Report of the Nominating Committee (when applicable).
- (j) Election of Directors (when required).

- (k) New business.
- (l) Adjournment.

Article IX - Voting and Quorum

9.01 Only Members shall be entitled to vote at any meeting of the Club and shall cast one vote on each question. At any meeting any question may be decided by a show of hands. The chairman or any Member may require a ballot to be taken in which case the chairman shall act as scrutineer. Except where otherwise provided, business shall be transacted on a majority vote provided a quorum was present when such a vote was taken. In the case of an equality of votes, the chairman may cast the deciding vote.

9.02 If a Member is not present at a General Meeting, a person of the member's Family as defined in the by-laws may vote in place of the Member. Otherwise no vote shall be cast by proxy.

9.03 At any General Meeting of the Club a quorum shall consist of not less than 20 percent of the Membership or 15 members, whichever is the smaller. A quorum must be on hand for any meeting or such meeting shall adjourn to a later date.

Article X - Nominations and Elections

10.01 At each annual general meeting of the Club there shall be elected from among the Members or their Families by vote or ballot the seven elected directors in the Executive Board, providing the nominees for the offices as proposed by the Nominating Committee are set out in the Notice of Meeting or such nominees are proposed by petition as outlined in Section 10.03 below.

10.02 Persons elected shall serve until the next Annual Meeting or until their successor shall have been elected or appointed.

10.03 No Member shall be eligible for election as provided in Section 10.01 of Article X unless nominated by either the Nominating Committee or by petition in writing by a Member filed with the Secretary, or by nominations from the floor. The Nominating Committee and any petitioning group shall confirm in writing

the consent of their nominees to such nomination.

Article XI - Executive Board

11.01 The conduct of affairs of the Club shall be managed by a board of eight directors (herein referred to as the 'Executive Board'). The Executive Board shall establish the policy of the Club; shall govern and regulate all club activities; and shall have control over all monies and assets belonging to the Club.

11.02 Without in any way limiting the generality of Section 11.01, the Executive Board shall:

- (a) Have power within its resources to appropriate such sums for such purposes as it may deem advisable in the interests of the Club.
- (b) Make and execute contracts and by resolution authorize any person or persons to make and execute on behalf of the Club contracts and other documents in writing providing the liability of the Club thereunder shall not exceed the amount of money which shall then be in the Treasury and not needed for the payment of prior liabilities. No expenditures of funds in excess of this amount shall be made except by authorization of a two-thirds favourable majority at a General Meeting of the Club duly called for such purpose.
- (c) Fill any vacancy in any elective office of the Club and any person so appointed shall hold office until his or her successor shall have been elected.
- (d) Regulate the admission of Members; the requirements of Membership; discipline and expulsion of members from the club; consistent with Articles III, IV, V, and VI.
- (e) Make or amend regulations or rules for the governance of the the Club.
- (f) Appoint all standing committees considered necessary.
- (g) Designate depositories in which the funds of the Club shall be kept

and authorize one or more officers to transact on behalf of the Club all banking and financial business or any part thereof.

- (h) Fix the amount of any Treasurer's or Officer's bond.

11.03 The Executive Board shall consist of eight directors, namely:

1. Commodore
2. Vice-Commodore
3. Vice-Commodore, Sailing School
4. Shore Captain
5. Race Captain
6. Secretary
7. Treasurer
8. Chairperson Nominating Committee (appointed, normally Past Commodore)

11.04 An Executive Board Meeting shall be held at the written request of any two directors.

11.05 Notice of each meeting of the Executive Board shall be given by the Secretary not less than five days prior to the date of such meeting.

11.06 At a meeting of the Executive Board each Executive Board member shall be entitled to one vote on each question and no vote shall be cast by proxy.

11.07 A quorum of the Executive Board shall consist of three members thereof (except when an amendment to the Executive Board Regulations or a new Executive Board Regulation is to be considered when a quorum shall be five members thereof) and except where otherwise provided business may be transacted on a majority vote provided a quorum is present when the vote is taken. In the case of an equality of votes the chairman may cast a deciding vote.

11.08 A vote may be taken by a show of hands. Any person entitled to vote may require a ballot to be taken.

Article XII - Duties and Powers of Directors

12.01 The **Commodore** shall be the ranking officer of the Club. He or she shall preside at all meetings of the Club and of the Executive Board, shall be *ex-officio* a member of all committees thereof and shall perform such other duties as may be delegated by the Executive Board. The Commodore shall be responsible for the proper administration of the affairs of the Club and for the observance by Members of the provisions of the By-Laws of the Club and the regulations of the Executive Board. The Commodore shall command the fleet when by general order the boats of the club are assembled.

12.02 The **Vice-Commodore** shall assist the Commodore in the discharge of his or her duties, and shall perform such other duties as may be delegated to him or her by the Executive Board. In the absence or inability of the Commodore the Vice-Commodore shall perform the duties and exercise the powers of the Commodore. The Vice-Commodore shall be responsible for maintaining the insurance portfolio of the Club, and shall also be responsible for organizing the main social events of the Club.

12.03 The **Vice-Commodore, Sailing School** shall be responsible for planning, organizing and running of the Sailing School, and shall preside at meetings of any Sailing School Executive Committee established by the Club.

12.04 The **Shore Captain** shall be responsible for all facilities of the Club, and shall ensure that all equipment is in working order, and that supplies are stocked in sufficient quantities. The Shore Captain shall ensure that all work done for the Club by members or outsiders conforms to the directives of the Executive Board.

12.05 The **Race Captain** shall be responsible for the administrative conduct, direction and control of all Club racing events.

12.06 The **Secretary** shall be responsible for all meeting minutes and Club cor-

respondence, and the maintenance of all documents relating to the operation of the Club, including detailed job descriptions of Directors acting as Club Officers.

12.07 The **Treasurer** shall be responsible for all monies due and payable to the Club, and shall hold all monies and securities in the name of the Club. The Treasurer shall keep a true record of all such monies and securities, and shall disburse monies on behalf of the Club as directed by the Executive Board.

12.08 The **Chairperson, Nominating Committee** shall serve as advisor to the Commodore on procedural matters, shall act as chairperson of the Nominating Committee, and shall present a list of candidates for office to the Executive and Membership at the Annual General Meeting. The immediate past Commodore shall normally hold the position of Chairperson, Nominating Committee.

Article XIV - Financial

14.01 The financial year of the club shall end on the 31st day of December in each year.

14.02 Any person, whether a Member or a Guest, prior to using any club facility may be required to give Conestoga Sailing Club a release from liability in such form as may be required by the Executive Board.

14.03 The Executive Board is deemed to have assumed office on the understanding that every member of this Board shall be indemnified by the Club against all cost sustained in any action brought against him or her in the execution of the office of the Board Member, except for any such costs resulting from his or her own willful neglect or default.

Article XV - Dissolution

15.01 Upon the dissolution of the Club any assets remaining after payment and satisfaction of the debts and liabilities of the Club shall be transferred to an organization or organizations having objects

similar to the objects of the Club. Such organization or organizations shall be selected at a General Meeting of the Club.

Article XVI - Amendments to By-laws

16.01 Subject to the procedure set out in this Article, the By-laws may be amended at any time or a new by-law adopted by the affirmative vote of not less than two thirds of the votes cast on a ballot at a General Meeting of the Club.

16.02 Any Member may by notice in writing filed with the Secretary propose an amendment to the By-laws or a new By-law.

16.03 Notice of a proposed amendment shall set out in full the form of such proposed amendment as approved by the Executive Board and shall be given by the Secretary in the manner provided in Article VII hereof for a notice of meeting.

16.04 Amendments (hereinafter referred to as sub-amendments) to a proposed amendment of which notice has been duly given may be proposed by any Member if submitted in writing to the Secretary not less than twenty-four hours prior to the date of the General Meeting at which such proposed amendment is to be considered.

16.05 Only proposed amendments of which notice has been given as provided in Section 16.03 and sub-amendments proposed as provided in Section 16.04 shall be voted upon at any General Meeting.

Article XVII - Burgee and Regalia

17.01 The burgee of the Conestoga Sailing Club shall be a royal blue triangular flag with the fly one and a half times the hoist. There shall be centred on the blue flag a gold Conestoga Wagon Wheel superimposed on gold silhouette of a non-descript sailing dinghy.