

GATINEAU RIVER YACHT CLUB, INCORPORATED

CONSOLIDATED BY-LAWS

(November 2010)

ARTICLE 1 - NAME, LOCATION, OBJECTIVES (2000/02/15)

1. The name of this organization shall be "The Gatineau River Yacht Club, Incorporated" (the "Club").
2. The Club's premises are situated in Gleneagle in the district of Hull, County of Gatineau, Province of Quebec. The postal address is Box 1766, Chelsea, Quebec, J9B 1A1.
3. The objectives of the Club are to assist and promote yachting, boating and other aquatic activities amongst its members and to develop and foster friendly recreational and social relationships amongst its members.

ARTICLE 2 - CLUB COLOURS, INSIGNIA, PENNANT (1995/01/25)

1. The colours of the Club shall be white and navy blue.
2. The insignia of the Club shall be a fouled anchor design encircled by a ring executed in rope, knotted at the bottom and surrounded on the sides and top by the initials G.R.Y.C. and/or C.V.R.G.
3. The pennant of the Club shall be a white triangular flag with a navy blue border upon which is superimposed the Club insignia.

ARTICLE 3 - MEMBERSHIP (2006/01/25)

1. Any person over the age of 16 may apply for membership in the Club.
2. In all matters relating to age and eligibility (e.g., Articles 3, 9, 11, 12), the effective date shall be 1 January of the current season.
3. Membership shall be limited to two hundred and fifty seven (257) adult members. (2010/11/29)
 - (a) For the purposes of this membership limit only, the holder of an Adult Membership (Article 4.b), and Junior Members are each counted as one adult. A family membership is always counted as two adults.
 - (b) Membership formula:
Total Membership = Adult Memberships + (2 * Family Memberships) + Junior Members.
4. The categories of Membership shall be:
 - (a) Charter or Honorary Member, to whom the privileges of membership are extended without obligation. (Charter and Honorary members, and spouse, are exempt from annual dues but do pay mooring fees etc.)
 - (b) Adult Member, one person, 18 or over.

- (c) Family Members, includes all of the following:
 - (i) One adult, 18 or over (“Primary Family Member”). The Primary Family Member represents all Family Members in all formal communications with the Officers of the Club and their designates, except for instances determined by the Commodore.
 - (ii) one adult spouse or partner in the household, 18 or over (“Secondary Family Member”);
 - (iii) children of any of the above, aged 17 and under (Child Family Member); and
 - (iv) their children 18 or over who are enrolled full-time in school; or have been out of school for no longer than two years; or are a dependent (provided the parent signs a declaration that they are enrolled full-time in an educational institution, or are a dependent as per Board approval).
 - (d) Junior Member, one person aged 16 to 17 inclusive, not part of a Family Membership.
 - (e) Retaining Member. An existing member, who for personal, economic or logistical reasons will not be using the Club facilities for a season or more; may pay a reduced fee to prevent his membership from lapsing; and may resume active membership in a future season, with no restrictions placed by the membership limit (i.e. membership limit may only be temporarily exceeded to account for the above situation), without being subject to repayment of initiation fees. (See below).
5. Candidates for membership must:
 - (a) submit a written application, seconded by two voting members, not of the same membership unit,
 - (b) undertake to contribute volunteer time to the functioning of the Club,
 - (c) pay an Initiation Fee and annual dues.
 6. A member shall not be subject to further initiation fees provided she/he continuously maintains his/her membership, year after year. Exception: Members converting from Adult to Family membership shall be required to pay a top-up initiation fee which shall be half the current initiation fee of a new Adult/Family category membership in the year at which the membership conversion occurs.
 7. Members whose membership has been allowed to lapse may re-apply as new members, subject to initiation fees. Such re-admission of recently-lapsed members (two seasons or less) shall have priority over other new applicants but not over retaining members resuming active membership.
 8. Other applications will be prioritized in the following order:
 - (i) Adult children of family memberships.
 - (ii) Past members (includes previous child members) whose membership has lapsed (excepting cases in Article 3.7) and reside locally.
 - (iii) Applicants with a sail boat and/or a genuine interest in sailing. (2007/10/20)

(v) Other applicants. (2007/10/20)

Date of receipt of the application form by the secretary, Treasurer, Commodore or Past Commodore will determine their ranking within these categories.

Change of status (residency, ownership of sailboat) results in a change of priority category.

If a membership position is offered, but turned down, the application is removed from the waiting list until they chose to reapply. In the event the applicant is not able to make use of their membership at the time of the offer, the offer may be accepted, the initiation fee paid, and the applicant may become a retaining member.

9. Membership shall expire:

- (a) on written resignation filed with the Secretary;
- (b) on failure to pay dues pursuant to the By-laws; or
- (c) on expulsion, passed by a two-thirds majority vote of the Board of Directors, for misconduct or refusal to comply with the By-laws or Regulations of the Club. Reinstatement shall result from a two-thirds majority vote in the appellant's favour upon appeal to a General Meeting.

10. In the case of a family break-up:

- (a) Subject to continued agreement by both the Primary and Secondary Members of the family membership, they may elect to retain their family membership status quo, subject to Article 3.10(b).
- (b) In the event that the agreement in Article 3.10 (a) ends, or is in dispute, and/or either of the parties wish to include a third adult party in their membership, to remain members, the primary member and spouse/partner must convert their memberships to Adult and/or Family memberships consistent with Article 4 (membership categories).
- (c) None of the members who were part of the family membership will be required to pay an initiation fee following the break-up. Any new spouse/partners who become part of a new family membership of an existing member must pay an initiation fee of half the initiation fee for Adult/Family Membership.

11. On reaching the age of 18 or after ceasing full-time attendance in an educational institution, the adult child of a member may apply for Adult membership (Membership quota limits does not affect their acceptance for admission) without paying an initiation fee, as long as the application is made within two seasons of the child's change in status. Applications for Family membership will be subject to top-up initiation fee as per Article 3.6.

ARTICLE 4 - MEMBERSHIP DUES AND RESPONSIBILITIES (1995/01/25)

1. Each year the Board of Directors shall establish a schedule of fees and due dates for payment, normally 1 May. The Board of Directors will notify in writing any member

whose dues are unpaid by the final warning date (normally 15 May). Ten days after mailing such final notice, the Board may deem unpaid memberships to have lapsed.

2. The Board of Directors may reduce the annual fees for a new member admitted after 1 August.
3. In order to receive social and by-law-required communications, Members are responsible for registering and updating their e-mail address with the Secretary. Members without an e-mail address must notify the Secretary in order to receive by-law-required communications by mail.
4. All members 16 yrs and older (except Charter or Honourary Members) are to provide 2 days of volunteer work for the club and assist in the season opening and closing ("Bridge Down" and "Bridge Up"). Failure to do so results in the levy of an additional fee and repeated failure to comply with volunteer requirements without providing reasonable grounds to the Board may result in forfeiture of membership. Responsibility for informing the Board or its delegates of the fulfillment of volunteer duties resides with the member.

ARTICLE 5 - OFFICERS AND THEIR ELECTION (2006/01/25)

1. The officers of the Club, who shall be the Board of Directors, are:
 - (a) A Commodore who shall be the Chief Officer of the Club, shall preside at all General, Directors' and Management Committee meetings and have a casting ballot in the case of a tie vote at any such meeting. The Commodore shall ensure that the responsibilities of the offices of Secretary, Treasurer and Fleet Captain are carried on until any vacancies are filled.
 - (b) A Vice-Commodore who shall assist the Commodore and perform the duties of the Commodore in the absence of or at the request of the Commodore.
 - (c) A Rear-Commodore who shall assist the Commodore and Vice-Commodore and in their absence perform the duties of the Commodore, and be responsible for all social events of the Club.
 - (d) A Secretary who shall be responsible for:
 - (i) serving such notices as required for General and Director's meetings;
 - (ii) recording the proceedings of all such meetings;
 - (iii) maintaining a written roll of Club membership; and
 - (iv) custody of all Club reports, communications and documents except financial records.
 - (e) A Treasurer who shall be responsible for:
 - (i) receipt of all dues, fees or payments to the Club; disbursement of all payments made by the Club and custody of all Club assets;
 - (ii) certification prior to any commitment on behalf of the Club that the Club has the financial ability to meet such commitment when due;
 - (iii) maintenance of written accounts of all Club receipts, disbursements, assets and liabilities; and

- (iv) presentation at each General Meeting of a report reflecting all Club financial transactions since the previous report and its assets and liabilities.
 - (f) A Fleet Captain who shall be responsible for:
 - (i) enforcement of these By-laws as they relate to the management, operation and performance of the Club's and members' boats; and
 - (ii) all aquatic or yachting competitions sponsored by the Club.
 - (g) A Communications Director who shall be responsible for:
 - (i) editing of the Masthead and other Club publications;
 - (ii) maintenance of website content and e-mail communications lists.
 - (iii) All communications and updates on club business with members and the public at large, via the website and other mechanisms,
 - (h) Facilities Director who is responsible for directing maintenance, acquisition and disposal of all infrastructure,
 - (i) A Youth Program Director who:
 - (i) is responsible for all aspects of the operation and coordination of the Youth Program, and;
 - (ii) acts as Chair of the Youth Committee.
 - (j) A Youth Commodore, who shall:
 - (i) be younger than 19 years of age;
 - (ii) advise the Board on matters affecting or concerning those younger than 19;
 - (iii) sit as a member of the Youth Committee.
 - (k) The most recent past-Commodore (If unavailable, this position may be occupied by any previous Commodore).
 - (l) Shared Positions: Any of these positions – except Commodore and Vice Commodore – can be shared by up to two persons as decided by the Membership upon election at the AGM. For Board votes, each position – not person – is allocated one vote. In the event that officers sharing a position cannot reach agreement on their position's vote, an abstention shall be recorded.
2. Candidates for office shall be voting members nominated and seconded by other voting members.
 3. Officers shall be elected by majority vote at a General Meeting and shall hold office for a term of one year.
 4. No officer may serve more than 3 consecutive terms in the same position on the Board.
 5. No officer may serve more than 6 consecutive terms on the Board with the exception of the Past Commodore.
 6. Should any office become vacant, the Board may appoint a replacement to serve until the next General Meeting.

ARTICLE 6 - FISCAL YEAR AND FINANCIAL MATTERS (2005/01/31)

1. The fiscal year of the Club shall be from 1 November to the next 31 October.
2. The Treasurer shall ensure that all receipts from any source are promptly deposited in the Club's bank account.
3. Disbursements over \$100 shall be paid by cheque. Disbursements under \$100 may be in cash. All disbursements shall be supported by receipts and/or duly-completed expense forms.
4. All cheques, acceptances, drafts, orders and other obligations and securities for the payment of money out of the Club's bank account shall be signed by any two of the Commodore, Vice-Commodore, Secretary or Treasurer.
5. The Treasurer shall maintain a cash fund not exceeding \$200, to pay any budgeted expense which is properly receipted.
6. No commitment exceeding \$300 shall be made on behalf of the Club without approval of the Treasurer and no commitment shall be considered for approval save one arising from an activity duly authorized by the Board of Directors. No commitment exceeding \$3,500 shall be made on behalf of the Club unless such an expenditure has been budgeted for and approved at a General Meeting. An unforeseen commitment exceeding \$3,500, not included in the budget requires General Meeting approval prior to expenditure.
7. The Treasurer may open one or more accounts in the name of the Club in any chartered bank approved by the Board of Directors and deposit in the account cheques, bills of exchange, orders for the payment of money and other negotiable paper payable to the Club. Endorsement of the Club may be by rubber stamp or otherwise.
8. All deeds, contracts, releases, directions or documents other than those referred to in section 4 shall be signed on behalf of the Club by the Commodore and the Secretary.
9. All real or personal property of the Club and all such property acquired out of Club funds shall be placed in the custody of the Treasurer. The Treasurer may entrust any such property to the chairperson of the appropriate committee, who shall then be responsible for the care and return of such property or to account to the Treasurer for its use and disposition.
10. Sale, gift or other disposition of real or personal property of the Club other than the payment of money shall be done by the Treasurer as authorized by the Directors.
11. The Treasurer shall report to the Board of Directors, not less frequently than quarterly, all transactions involving the receipt or disbursement of Club money and the acquisition or disposition of Club assets occurring since the previous similar report.

ARTICLE 7 - THE MANAGEMENT COMMITTEE AND OTHER COMMITTEES (2000/02/15)

1. The Management Committee shall include the chairpersons of all Standing Committees.
2. The Standing Committees shall be the following:
 - (a) The Finance Committee shall assist the Treasurer in the development of financial policies and guidelines.

- (b) The Sailing Committee shall supervise the conduct of any boating or yachting carried out by the Club.
 - (c) The Harbour Committee shall supervise the provision and use of Club wharfage and harbour facilities. The chairperson shall be known as Harbourmaster.
 - (d) The Youth Activities Committee shall organize and supervise programs of instruction and participation for ages 18 and under.
 - (e) The Social Committee shall supervise Club social activities other than ones reserved specifically to other standing committees.
 - (f) The Islands Committee shall supervise Club activities respecting the care, maintenance, improvement, or preservation of all property held by the Club except the Clubhouse and its services.
 - (g) The Clubhouse Committee shall supervise Club activities respecting the care, maintenance, improvement and use of the Clubhouse and its services.
 - (h) The Public Relations and Publicity Committee shall supervise all Club publications, provide direct relations with the press and other media, and be concerned with all aspects of relations with the public at large.
3. Each Standing Committee shall consist of a chairperson and a minimum of two adult members, all appointed by the Board of Directors.
 4. Subject to the supervision of the Board of Directors, each Standing Committee shall manage the stated Club activities, and:
 - (a) prior to 1 March in each year, consider and recommend to the Board of Directors a program of activities for the following season together with its estimate of the cost; and
 - (b) may appoint sub-committees from adult members.
 5. The Board of Directors may from time to time appoint such committees, commissions or sub-committees from members and delegate to them such powers as may be deemed advisable.

ARTICLE 8 - MEETINGS, NOTICE OF MEETINGS AND QUORUMS (2005/01/31)

1. General Meetings of the Club shall be held in the Province of Quebec. At least one General Meeting shall be held annually, at a time and place determined by the Board of Directors for the purpose of:
 - (a) receiving the Annual Report, Balance Sheet, General Statement of Income and Expenditures and the Auditor's Report;
 - (b) electing Officers, appointing an auditor for the ensuing year and transacting the general business of the Club.
2. Additional General Meetings may be called:
 - (a) on passage of a resolution by the Board of Directors;
 - (b) on written request (mail or e-mail) by five voting members.

3. Meetings of the Board of Directors shall be at the call of the Commodore not less frequently than quarterly. Each meeting shall deal with all business before the Board at the time of the meeting and notice of the business to be dealt with shall not be required. A majority vote shall govern on all motions, the chairperson having a casting vote in the case of a tie.
4. Notice of a meeting shall be given:
 - (a) in writing e-mailed and posted on the club's website at least ten days prior to any General Meeting to each member's registered e-mail address;
 - (b) at least three days prior to a Board of Directors Meeting unless all members of the Board are present or have, in writing (e-mail or paper), waived the requirement of such notice.
5. If less than a quorum be in attendance at or fifteen minutes after the time for which a General, Management Committee or Directors meeting has been called, the meeting may be adjourned by the members present for a period not exceeding one month at any one time, without notice other than by announcement at the meeting, until a quorum shall attend. A meeting at which a quorum is present may be adjourned in like manner for such time as may be determined by vote. A quorum shall be:
 - (a) for a General Meeting (15) voting members;
 - (b) for a Management Committee meeting four (4) Committee members;
 - (c) for a Board of Directors Meeting four (4) Directors.

ARTICLE 9 - VOTING (1996/01/24)

1. At any General Meeting each voting member shall be entitled to one vote on each motion, and a motion shall carry if supported by a majority of those voting, the Chairperson having a casting vote in the event of a tie.
2. Voting members are Charter, Honorary, Adult, and Primary and Secondary Family members 18 years and over.
3. There shall be no provision for voting by proxy.

ARTICLE 10 - CHARGES AND AVAILABILITY OF SERVICES (1999/01/13)

1. The charges for services provided by the Club to its members shall be those established from time to time by the Board of Directors.
2. Use of the Club and its facilities by members and guests shall be subject to such regulations as may be determined by the Board of Directors.
3. The Commodore may extend use of the facilities to a person whose nomination and application for membership is pending consideration by the Board of Directors.

ARTICLE 11 - RACING RULES (1996/01/24)

1. The Racing Rules shall be those of the International Yacht Racing Union, as defined by the Canadian Yachting Association and as amended from time to time, plus such local rules consistent with the foregoing as shall be passed by the Sailing Committee.

ARTICLE 12 - LIABILITY (1996/01/24)

1. The Club shall not be liable to any member or to any invitee for any loss or injury sustained while on Club premises or while participating in any Club function or activity.
2. Children under the age of 14, while not involved in sanctioned activities of the Club, must be accompanied on Club property by a member 14 years of age or older who is responsible for that child.
3. The Board of Directors shall not be held personally responsible or liable for acts of God, accidents, or vandalism. In cases of negligence by the Board, its liability shall be limited to that of its insurance coverage. Members of the Club shall be responsible for insuring their personal property left at the Club.

ARTICLE 13 - DISSOLUTION (1997/01/22)

1. The Club cannot be dissolved or its real property disposed of without the consent of two-thirds of all of the voting members at a General Meeting.
2. While the Corporation is active, it is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects. In the event of dissolution or winding up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more Canadian corporations that will endeavour to continue to use these assets to support community based, recreational use of the Gatineau River on a non-commercial, not-for-profit basis.

ARTICLE 14 - MAKING, REPEALING OR AMENDING BY-LAWS (1996/01/24)

1. Only a General Meeting may pass, repeal or amend By-laws. The Board of Directors may suspend a By-law until the next General Meeting.
2. By-laws consistent with the Letters Patent and the stated objectives of the Club may be passed at any General Meeting of the Club.