

LUNENBURG YACHT CLUB

1. In these By-Laws unless there is something in the subject or context inconsistent therewith;
 - (a) Society means "Lunenburg Yacht Club", herein after called the "Club";
 - (b) Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act; and
 - (c) Special Resolution means a resolution passed by not less than three-fourths of such members entitled to vote as are present, in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons who are members or who shall be admitted to membership in accordance with these By-Laws shall be members of the Club and their names shall be entered in the Register accordingly.
3. For the purpose of registration the number of members of the Club is unlimited.
4. Membership in the Club shall not be transferable for any reason, including the death of a member.
5. The Club shall consist of Honorary, Life, Senior, Deck, Senior Family, Single Parent with children, Intermediate Senior/Deck, Crew, Junior, Student, and Visitor membership.
6. All individuals of good standing, whether yacht owners or not, shall be eligible for membership.
7. Every candidate for membership shall be proposed by a senior member and seconded by another senior member. Dues for the first year shall accompany the application form. A candidate shall be elected by a majority at each meeting of the Board of Directors.
8. The Secretary or Membership Committee Chairperson shall send to each newly elected member, upon their election, an email notice of welcome.
9. Any person who has been a Senior Member for five years or more may become a Life Member upon payment of a fee to be determined by the Directors of the Club and shall so continue as a Life Member unless they resign or are duly expelled. They shall be entitled to all the privileges of the Club and they shall be entitled to vote and hold office.

10. The Club in a general meeting may elect Honorary Members. The Secretary shall give to a person elected as an Honorary Member a written notice of their election and upon them indicating their willingness to take up the membership, they shall become an Honorary Member of the Club. An Honorary Member shall not pay an annual subscription. They shall be entitled to all the privileges of the Club but they shall not be qualified to vote and they shall not be qualified to serve on the Board of Directors. They may, however, serve on Committees.
11. Age, for purposes of membership, shall be determined as at the first day of January.
12. Persons 19 years of age and over maybe admitted as Senior, Life (ByLaw #9), Intermediate Senior or Deck or Intermediate Deck Members. Senior Members shall be entitled to all of the privileges of the Club. Senior Members shall be entitled to vote and hold office. Deck Members shall be entitled to all of the privileges of the Club (subject to By-Laws #27 and #29). They may also serve on Committees. The Deck members do not have wharf privileges such as dinghy or tender service, and shall not be entitled to vote.
13. Persons between 19 and 30 years of age inclusive may be admitted as Intermediate Members. They shall be entitled to all privileges of the Club (subject to By-Law #27 and #29). They may also serve on Committees.
14. Persons 19 years of age and over may be admitted as Crew Members. They shall be entitled to all the privileges of the Club on race days for a period of two hours prior to and immediately following a scheduled race.
15. Persons who have not reached their 19th birthday may be admitted as Junior Members, but they shall not be entitled to vote or hold office except in a Junior branch of the Club. Junior application forms must be signed by a parent or guardian and be accepted by the Board of Directors.
16. The Board of Directors shall have the power to appoint Temporary Members and set the dues for such membership. Temporary members shall not be entitled to attend general meetings of the Club or to vote, nor shall they be qualified to hold office.
17. The annual dues for members shall be due and payable before May 1st of each year. The annual dues shall be set at the Annual Meeting each year or at any Extraordinary General Meeting called for this purpose. Membership dues may be varied at any time during the fiscal year by an Extraordinary General meeting called for that purpose. In the event that membership dues are increased, the increased dues shall be payable at such time as determined by the Board of Directors.

18. a) Resignations shall be submitted in writing to the secretary before March 15th in any year. Upon request, a member may be granted a one-time Leave of Absence from membership for a maximum of two years at an annual maintenance fee, to be paid pursuant to Bylaw #16. At the end of the granted Leave of Absence the member must rejoin as an active member or resign as per By-law #17.
- b) A member whose membership fees are not paid by May 1st in any year, shall be notified thereof by letter sent to the last address provided to the Club by the member. In the event of non-payment by May 31st of the same year, their fees shall be deemed to be in arrears and their name shall be posted on the Notice Board of the Club and the member shall cease to be entitled to use the Club House or to enjoy any of the privileges of the Club as long as his or her fees shall remain in arrears. If their fees are not paid by June 30th in the same year, they shall cease to be a member of the Club, but may be re-admitted to membership of the Club upon payment of all arrears of fees due and upon being proposed, and accepted, for membership. Arrears of fees shall mean arrears for the year in which a person ceases to be a member.
19. All members, parents or guardians shall be liable for any damage to the Club's property caused by themselves, their children or their guests to the Club.
20. Every member on joining the Club impliedly undertakes to comply with these by-laws and any refusal or neglect to do so or any conduct unworthy of a member shall render such member liable to expulsion by a two-thirds majority of a Meeting of the Board of Directors. Any member expelled by this rule shall forfeit all right in or claim upon the Club and its property. A notice under this rule shall be held to have been duly given if sent by email to the address of the member appearing in the Club Register of Members and such notice shall inform the expelled member of their right to appeal to a General Meeting. A member expelled by the Executive shall have the right to appeal the expulsion to a General Meeting of the Club but does not have the privileges of the Club until a General Meeting has overruled the Board of Directors ' decision by a majority vote. A member expelled by the Board of Directors shall have a maximum period of two weeks from the emailing date of the expulsion notice to notify the Secretary of the Club in writing of their desire to appeal to a General Meeting. A General Meeting shall be called within two weeks of the receipt of this letter or email. Fees paid by an expelled member will not be refunded.

FISCAL YEAR

21. The Fiscal Year of the Club shall be from the period of November 1, in any year, to October 31st in the year next following.

MEETINGS

22. Meeting Types and Notice:

- (1) The types of meetings that will be held by the Club are as follows:
 - (a) The Annual General Meeting of the Club is to be held in November of each year;
 - (b) The Semi-Annual General Meeting shall be held in August of each year;
 - (c) The Closing dinner shall be held in September or October at which time the race committee shall present its report on the racing and cruising of the season and award the prizes and trophies;
 - (d) An Extraordinary General Meeting of the Club may be called by the Commodore whenever the Commodore thinks it is necessary and shall be called when requested to do so by any five Senior or Life members of the Club;
- (2) Notices of meetings follow these rules:
 - (a) Notice of a meeting specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business shall be given to each member. Notice shall be given by email at the last known email address. Any notice shall be deemed to have been given at the time when the email containing such notice was sent; and
 - (b) The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.
 - (c) In the months of July and August, notice of any meeting may be given by the posting of a notice, on the Bulletin Board in the Yacht Club House ninety-six hours previous to time of meeting, and it shall not be necessary to send notices by email to each member. In the event notice is given by email, such notice shall be given seven days prior to the meeting.

23. At each Annual General Meeting of the Club, the following items of business shall be dealt with:

- (a) Minutes of the preceding General Meeting;
- (b) Consideration of the annual reports of the Committee Chairpersons;
- (c) Consideration of the financial statements including balance sheet and operating statement and the report of the Review by members appointed (ByLaw #42) thereon for the previous fiscal year;
- (d) Election of the Directors for the ensuing year;
- (e) Appointment of members for a Review of LYC's financials for the current fiscal year; and
- (f) Setting the annual membership fees for the current fiscal year for each class of membership.

All other business transacted at the Annual General Meeting shall be in order with the exception of business requiring special resolutions. Business requiring a special resolution may be transacted if proper notice of such business has been given prior to the Annual General Meeting.

24. No business shall be transacted at any General Meeting of the Club unless a quorum of members are present at the commencement of such business and such quorum shall consist of fifteen (15) voting members, or

Electronic Meetings – Notwithstanding anything contained in these by-laws, any meetings required to conduct club business including annual or semi-annual general meetings, may be done entirely via electronic means. At the discretion of the Board of Directors, meetings may be held, subject to and in accordance with these bylaws, entirely by means of electronic communications that permits all participants to communicate adequately with each other during the meeting. In the event such a meeting is to be held, the board shall, notwithstanding anything contained in these by-laws, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by electronic means.

25. If, at the time appointed for the meeting, a quorum of members is not present, the meeting shall, if convened upon the requisition of the members, be dissolved. In any other case, it shall stand adjourned until such time or place as the majority of the members present shall direct and if at the adjourned meeting a quorum of members is not present it shall be dissolved.

26. The Commodore of the Club shall preside as Chairperson at all General Meetings of the Club:

- (a) If there is no Commodore, or if at any meeting the Commodore is not present, one of the Vice-Commodores, as chosen among them, shall preside as Chairperson;
- (b) If there is no Commodore or Vice-Commodores, or if at any meeting they are not present, the meeting will be postponed until such time as a quorum of directors are present.
- (c) The Chairperson shall have no vote except in the case of equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote;
- (d) The Chairperson, may with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members;
- (e) At any General Meeting, unless a poll is demanded by at least three Senior or Life members, a Declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Club shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against, such resolution; and
- (f) If a poll is demanded in the manner aforesaid, the same shall be taken by secret written ballot and the result of such poll shall be deemed to be the resolution of the Club in the general meeting.

VOTES OF MEMBERS

27. Only Senior Members and Life Members shall be entitled to vote. Deck and Intermediate Members shall be entitled to vote only while they are Directors of the Club. Each of such persons shall have one vote and no more. There shall be no proxy voting.

DIRECTORS

28. The Board of Directors shall consist of not more than 12 members, and not less than 8 members, of whom at least 3, at the time of their election, shall be boat owners with voting rights. Subject to ByLaw #31, the Board of Directors shall be elected at the Annual General Meeting in each year with the exception of the immediate Past- Commodore, who shall, subject to ByLaw #29, automatically be a member of the Board of Directors. The members at the Annual General Meeting shall elect Directors to fill the following positions:

- (a) Commodore,
- (b) Vice Commodore – Facilities (Grounds, House, MAST, Wharf and Harbour),
- (c) Vice Commodore – Water WRS (Womens Sailing, Row and Sail Able),
- (d) Vice Commodore – Learn to Sail (Regattas, LTS Program),
- (e) Vice Commodore – Club Operations (Food & Beverage, Social, Marketing and Communications),
- (g) Vice Commodore – Administration/Treasurer (Membership and Secretary),
- (h) Rear Commodore – Chair of the Race Committee.
- (i) Marina Director – Chair of the Marina Committee.
- (g) Secretary,
- (h) If members deem it advisable, no more than 2 directors at large, who will be assisting other Board Members.

The members, at the Annual General Meeting, may, one year prior to the end of the Commodore's term, elect a Commodore-Elect. The Commodore-Elect will sit on the Board of Directors for a 1 year term, after which he/she may be elected to the position of Commodore. When the Commodore-Elect's position is filled, he/she will replace the immediate Past-Commodore on the Board of Directors. The Commodore-Elect and immediate Past-Commodore will, in the event of a 2-year term as Commodore, alternate on the Board of Directors.

29. Only Senior, Life, and up to three Deck or Intermediate Members shall be eligible to be Directors of the Club. Deck, Intermediate Senior and Intermediate Deck members shall be eligible to vote only while a Director at the Board of Directors, Annual General and Semi-Annual Meetings. Deck or Intermediate members shall not hold the positions of Commodore or Vice Commodore.

30. A Nominating Committee of five Senior or Life members shall be appointed by the members at the Semi-Annual Meeting to submit a slate of Board members to the Annual General Meeting. If other nominations are received at the Annual General Meeting for a position on the Board of Directors an election shall be held to fill that position. The candidate to be elected shall secure the majority of votes cast. In the case of two or more ballots being necessary, the candidates receiving the lowest number of votes shall be dropped at each succeeding ballot. The immediate Past-Commodore shall be the Chairperson of the Nominating Committee. All the Directors shall retire from office upon the election of his or her successors at each Annual General Meeting, provided nevertheless that a Director shall hold office until his successor is elected, and further provided that Directors elected to a position described in ByLaw #28 shall cease to be Directors at the commencement of the Annual General Meeting.

31. In the event that a Director dies or resigns his/her office, or ceases to be a Senior or Life Member of the Club, the vacancy thereby created may be filled, for the unexpired portion of the term, by the Board of Directors from among the Senior, Life, Deck, and Intermediate Members of the Club. In the event the Annual General Meeting fails to fill a position on the Board of Directors, the Board may elect a Life, Senior, Deck, or Intermediate Members of the Club to fill the position for the unexpired portion of the term.

32. Meetings of the Board of Directors shall be held as often as the business of the Club may require. They may be convened by the Commodore, or in their absence, a Vice-Commodore and shall be convened if so requested in writing by three members of the Board. A meeting of the Directors may be held at the close of any General Meeting of the Club without notice. Notice of all other meetings specifying the time and place thereof shall be given either orally or by email to each Director, within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

33. No business shall be transacted at any meeting of the Board of Directors unless five Directors are present at the commencement of such business.

34. The Chairperson of a meeting of the Board of Directors shall not be entitled to cast a vote except in the case of an equality of votes in which case the Chairperson shall cast the deciding vote.

POWERS OF DIRECTORS

35. The management of the activities of the Club shall be vested in the Directors who, in addition to the powers and authorities granted by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in a General Meeting. The Board of Directors shall define the duties of the several Committee Chairs who shall in all respects be subject to the control of the Board. The Board of Directors may from time to time make, alter, and repeal Regulations concerning the use of the Club House by members, the admission of guests to the Club House, the holding of regattas and sailing matches, and generally for the good conduct of the affairs of the club. Such regulations shall, provided they are not inconsistent with the By-Laws of the Club, be binding on all members and be construed as part of the rules of the Club, provided they may be revised or rescinded by a majority vote of members at the General Meeting. There shall be the following committees of the Club:

- (a) Nominating Committee: constituted as herein before provided, ByLaw #30;
- (b) Social Committee: responsible for all social events of the club,
- (c) Marketing & Communication Committee: responsible for the publication of the Social Calendar, EHoy's and Social media announcements regarding Yacht Club events;
- (d) Wharf & Harbour Committee: responsible for the maintenance of the wharf and launching and hauling of floating docks. Responsible for the location of Club moorings, maintenance of the Club tenders and controlling the use of waters within the water lot lease of the Club, if any;
- (e) Grounds and House Committee: responsible for the maintenance of the grounds, lawns, breastwork, road, parking lot, wells, signs, garbage boxes, Club House, Buildings and Fixtures;
- (f) The Race Committee: the Race Committee shall consist of at least three members. The Race Committee shall create the Annual Sailing Instructions. The Race Committee Chairperson shall determine courses, time limits, prizes and officers of the day for each race. It shall have the power to alter or postpone any event or courses when it is deemed advisable. In the event of any cup or prize not being awarded for any reason, the Race Committee Chairperson may decide when such cup or prize shall be competed for and, subject to any deed of gift, if advisable, change the course thereof or decide whether such cup or prize shall revert to the Club;
- (g) Membership Committee: responsible to promote membership and collect all dues and assessments and deliver same to the Treasurer with an itemized breakdown of the source of monies delivered;

- (h) Learn to Sail Committee: responsible to promote Junior Sailing and organize and supervise the Junior Sailing Program, along with Regatta's which shall include preparation of a budget and the hiring of qualified instructors.
- (i) Sail Able: responsible to promote Sail Able and organize and supervise the Sail Able Program which shall include preparation of a budget and the hiring of qualified instructors;
- (j) Row: responsible to promote Row and organize and supervise the Row Program which shall include preparation of a budget and the hiring of qualified instructors;

The Directors may appoint an Executive Committee consisting of the officers and such other persons as the Directors decide, and such other committees as may be deemed necessary or advisable for the proper functioning of the Club.

OFFICERS

- 24. The Flag Officers of the Club shall be the Commodore, the Vice-Commodores, the Past- Commodore or Commodore-Elect, the Secretary and the Treasurer, and any other position the Board feels necessary to carry out their mandate, up to a maximum of 12 Board members.
- 25. It shall be the duty of the Commodore to take charge of the Club, preside at all meetings, to enforce the By Laws and generally to carry on the work of the Club and to promote its interests and to do and perform all such other duties as may be assigned to them by the Board of Directors from time to time.
- 26. It shall be the duties of the Vice Commodores to assist the Commodore in the discharge of his/her duties and in his/her absence, to act in his/her stead. They shall be responsible for the operation of the Club and its facilities and shall hire and supervise Club employees and any Food and Bar managers.
- 27. There shall be a Secretary of the Club who shall keep the Minutes of the Meetings of the Membership and Board of Directors Meetings. He/She shall perform such other duties as may be assigned to the Secretary by the Board. It shall be the duty of the Secretary to keep a correct roll of members with dates of election and the register of the yachts belonging to the Club. The Secretary shall notify each member elected of his or her election, notify members of meetings, of the Club, attend meetings of the Club and of the Board of Directors, conduct all correspondence and take charge of the books, records, corporate seal, minutes and papers.
- 28. It shall be the duty of the Treasurer to receive all monies and deposit the same in any Chartered Bank or Trust Company in Lunenburg. All cheques drawn shall be signed by any two Directors who have signing authority. The Treasurer shall pay all bills contracted

by the Club and approved at a meeting of the Club or a meeting of the Board of Directors.

REVIEW OF ACCOUNTS

29. Two members of the Club shall be appointed annually by the members of the Club at the Semi-Annual or Annual General Meeting to review the LYC financials, and on failure of the members to appoint same, the Directors may do so.
30. The members appointed to review the accounts of the Club shall perform the following services: Review the balance sheet of the Lunenburg Yacht Club, and the related statements of Income and Reserves and Member's surplus for the year then ended. This report shall be presented at the Annual General Meeting. If, for any reason, they are unable to complete the review of our Financial Statements, they will not issue a report on such statements. The Board shall make a written report to the members as to the financial position of the Club and the report shall contain a balance sheet and income and expense statement.

SAILING REGULATIONS

31. All races and all yachts sailing therein shall be under the direction of the race committee and all entries shall be subject to its approval. All matters connected with races shall be subject to its approval and control, and any doubt, question, or dispute which arises shall be subject to its decision. Such decisions shall be based upon the Sailing Rules and Regulations adopted by the Club, so far as the same are applicable. A decision of the Race Committee shall be final unless on the application of any person interested or otherwise the matter is appealed to Sail Nova Scotia, Sail Canada, or World Sailing. No member of the Race Committee shall take part in the discussion or decision of any disputed question in which the member has an interest.
32. The Race Committee, at the close of the season, shall prepare and submit to the Board of Directors not later than one week before the closing dinner, a report containing the results of the season's racing, the awarding of prizes and such other matters as it deems advisable.
33. The Board of Directors shall have the power to remove the Race Committee or any member thereof and to perform the duties so delegated, if the Race Committee fails to perform the same.

34. Owner, skipper and helmsman must be paid up members in order to be eligible to race and win trophies.
35. Owners, skippers and helmsmen who are not members of the Lunenburg Yacht Club must be members of another Club recognized by Sail Canada in order to race at the Lunenburg Yacht Club, but they cannot win Lunenburg Yacht Club Trophies.
36. Racing dues must be paid prior to the commencement of a race to be eligible to participate in a race. Owners can apply to the Race committee for exemption of the ownership requirements in ByLaw #47.

BORROWING POWERS

37. The Board of Directors are authorized to establish and to operate a revolving line of credit with a Chartered Bank or Trust Company, provided however, that the Board of Directors may not borrow any money from any person or corporation or incur any liability with any Chartered Bank or Trust Company which exceeds the sum of \$25,000

REPEAL AND AMENDMENTS OF BY-LAWS

38. The Club has power to repeal or amend any of these By-Laws by a Special Resolution.

DISSOLUTION OF THE CLUB

39. If at any General Meeting, a Resolution for the dissolution of the Club shall be passed by a majority of the members present, and such Resolution shall at an Extraordinary General Meeting, of which notice specifying the intention to propose the resolution as a special Resolution has been duly given, (such meeting being held not less than one month thereafter and at which not less than one-third of the voting members shall be present) be confirmed by a majority of three-fourths of the members voting thereon, the Board of Directors shall thereupon, or at such future date as shall be specified in such resolution proceed to dissolve the Club pursuant to the terms of the Club's Act, R. S. N. S. 1967, Chapter 386 and Amendments there to and after the discharge of all liabilities, shall divide the balance of the assets of the Club equally among the Senior and Life Members of the Club.

MARINA

40. Whereas the Yacht Club Marina is physically owned by the Club, members who previously owned a Marina Slip will now have a 'Perpetual Right of Use' of their slip and will fund all costs associated with the operation and maintenance of the entire Marina and will maintain a Marina Repair and Maintenance Fund (Marina Fund) as set by the 'Slip Right of Use Owners' Agreement.
41. The Marina Fund is for the exclusive use of the Marina Committee and is not to be used by LYC for any other purpose, including cash flow management.
42. Marina Committee Members must adhere to the joint LYC and Marina Committee Rental and Sales Agreement and Operating Guidelines.

MISCELLANEOUS

43. Members shall sign in individuals to the Club as guests subject to such restrictions and regulations as the Board of Directors may make. The member introducing him or her shall be responsible for all liabilities and damages incurred by the guest on their behalf. A guest may be signed in three times in one year before being required to become a member or to vacate the Club. A guest must leave when the member leaves the Club.
44. The "Club Burgee " shall be a dark blue triangle with a luff or base, of twelve inches and sides of thirty inches bearing a red triangle having its apex on the middle of the luff, with a base of six inches and sides of fifteen inches, the outer end of the blue triangle bearing in gold the letters "L.Y.C." in the following form:
 - (a) The tags of the Commodore, and Vice Commodores shall be the "Club Burgee", the Commodore's tag shall bear a gold ball on the red triangle, and the Vice-

- Commodore's tag shall bear a gold ball on the upper blue triangle which is based on the luff;
- (b) The International code of Signals are adopted by the Club; and
 - (c) No member leasing his or her yacht (except to any member of the Club) shall leave on board or permit to be used by the lessee any Club Burgee or ensign.
45. No vessel which shall be used for trade or business, or for leasing for hire or for any purpose other than pleasure, shall be entitled to the benefits or privileges of the Club, provided always that this regulation is not intended to preclude any member from occasionally leasing his or her vessel, except for the time during which she shall be leased.
46. The Club shall file with the Registrar of Joint Stock Companies, its Annual Statement, a list of its Directors with their addresses, occupations and dates of appointment or election and within fourteen days of a change of Directors, shall notify the Registrar of the change.
47. The Club shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the Resolution is passed.
48. The seal of the Club shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
49. The books and records of the Club may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Club or at such other place as may be designated from time to time.
50. When the context requires in these By-Laws, words imparting the singular number or masculine gender shall mean the plural number and feminine gender and the converse as the context requires.

Original ByLaws dated October 15, 1981
Revision # 2 dated March 30, 1984
Revision # 3 dated January 30, 1988
Revision # 4 dated June 17, 1988
Revision # 5 dated May, 1989
Revision # 6 dated November 22, 1991
Revision # 7 dated August 28, 1992
Revision # 8 dated November 27, 1993
Revision # 9 dated July 25, 1997
Revision #10 dated November 21, 1998
Revision #11 dated November 27, 1999
Revision #12 dated November 23, 2002

Revision #13 dated August 17, 2005
Revision #14 dated December 19, 2006
Revision #15 dated August 22, 2007
Revision #16 dated November 28, 2009
Revision #17 dated October 1, 2010
Revision #18 dated November 26, 2011
Revision #19 dated November 28, 2015
Revision #20 dated November 23, 2018
Revision #21 dated August 21, 2019
Revision #22 dated November 23, 2019
Revision #23 dated August 19, 2020