

Constitution and Bylaws

For

Fairwinds

Sailing and Recreational Association

March 2005

Society Act

Constitution

1. The name of the society is:
“FAIRWINDS SAILING AND RECREATIONAL ASSOCIATION”.
2. The purposes of the society are:
 - a. To promote recreational sailing among the members of the society;
 - b. To purchase, lease, charter or otherwise acquire, hold and maintain yachts, mooring facilities, land, buildings and equipment for the recreational use of the society members;
 - c. To operate yachts and other facilities owned, acquired, chartered or leased by the society for the mutual benefit and general enjoyment of its members on a non-profit sharing basis;
 - d. To do all such things as are incidental to or conducive to the attainment of the above purposes.

By-Laws

Part 1 – Interpretation

1. In these bylaws, unless the context requires otherwise:

“**Association**” means *Fairwinds Sailing and Recreational Association*, which is a Society incorporated under the Society Act.

“**Executive officer**” means a *director* of the association as defined in the Society Act;

“**Executive committee**” means the *directors* of the association as defined in the Society Act;

“**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;

“**Active Member**” means a full voting member of the association in good standing with all the rights, privileges, and responsibilities of membership as described in these bylaws;

“**Inactive Member**” means a non-voting member with limited rights, privileges, and responsibility as described in these bylaws.

“**Members**” refers to all members, both active and inactive.

“**General Meeting**” means a general meeting of the membership which could be the *annual general meeting* or an *extraordinary meeting* as defined in these bylaws.

“**Skipper**” means a *member* judged by the *executive committee* to be qualified to operate an association yacht.

“**SOP**” means the *Standard Operating Procedures* for the association. This is a document that describes the day-to-day operating procedures for the association.

2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

Part 2 – Membership

3. Any person interested in the purposes of the association may apply to the *executive committee* for membership and upon acceptance by the *executive committee* and upon paying the appropriate fees as outlined in the SOP and upon complying with and agreeing to be subject to the provisions of these by-laws is a member.
4. The formalities of application for membership, the rights and obligations attached to membership, and limits on membership numbers, shall be determined by the *executive committee* under the guidelines set out in the SOP.
5. Every *member* shall uphold the constitution and comply with these bylaws.
6. Membership dues shall be determined at the *annual general meeting* of the association. The dues and the fee structure shall be outlined in the SOP.
7. Full voting power is given to all adult *active members*.
8. An *active member* may become an *inactive member* upon delivering his or her intent to become inactive in writing to the Secretary or the Commodore of the association or announcing it at a *general meeting* so that it is entered into the minutes of that meeting. An *inactive member*:
 - a. is a non-voting member,
 - b. may become an *active member* at any time by requesting to be reinstated as such and paying the appropriate fees as determined by the *executive committee*, within the guidelines set out in the SOP.
 - c. is not required to pay a joining fee on becoming reinstated as an *active member*,
 - d. may, on reinstatement, not be entitled to the same level of access to sailing yachts as when the *inactive member* was previously an *active member*. Any restriction in yacht access shall be determined by the *executive committee*,
 - e. may be required to pay a fee, that shall be decided by the membership at an *annual general meeting*, to remain an *inactive member* of the association,
 - f. may remain inactive for a maximum of five (5) consecutive years, at which point the *inactive member* shall either become an *active member* or cease to be a member, and

9. Any *active member* who is in default of payment of any dues or fees or other monies payable to the association is thereby suspended from all rights and privileges of membership in the association and shall remain so suspended while such membership is in default. Such a member is a “*member not in good standing*”.
10. A person ceases to be a member of the association
 - a. by delivering their resignation in writing to the Secretary or the Commodore of the association or announcing it at a *general meeting* so that it is entered into the minutes of that meeting,
 - b. on their death,
 - c. on being expelled,
 - d. after being an *inactive member* for more than five (5) consecutive years, or
 - e. on having been a *member not in good standing* for 12 consecutive months.
11. Subject to by-law 13, the *executive committee* may expel any member who, in their opinion, has been guilty of conduct which is detrimental to the interests of the association.
12. Subject to by-law 13, the *executive committee* may expel any member who, in their opinion, has demonstrated the inability to safely operate a sailing yacht.
13. If a member is being considered for expulsion by the *executive committee*, the *executive committee* will allow the member the opportunity to present a defence of their case to the *executive committee*. The expulsion process is to be outlined in the SOP.

Part 3 – Meetings of Membership

14. Annual General Meeting (AGM)
 1. The *annual general meeting* shall be held each year within 1 month of the fiscal year end of the association, on such date and place as the *executive committee* shall determine.
 2. The *executive committee* for the ensuing year shall be elected at the *annual general meeting*.
 3. Any business deemed necessary by the *executive committee*, or by the *active members* present, for the operation of the association for the following year shall be properly a part of the agenda of the AGM.

15. Extraordinary Meetings

1. All *general meetings* other than the *annual general meeting* are *extraordinary meetings*.
2. The *executive committee* may convene an *extraordinary meeting*; and, the *executive committee* shall convene such a meeting on the written requisition of one tenth (1/10th) of the *active members*, provided such written requisition sets forth the objects of the meeting and is delivered to the Secretary of the association, or the registered address of the association.

16. Notice of meetings

1. Not less than fourteen (14) days notice of a *general meeting* is required, setting out the time, date, location and agenda for the meeting.
2. Notice may be given to members, either personally, by mail or by e-mail sent to the member's address as shown on the association's register of members. The non-receipt of a notice, or the accidental omission to give notice to any member, shall not invalidate the proceedings at any *general meeting*.
3. If a *special resolution* is to be voted on at a *general meeting*, notice of the *special resolution* must be given not less than fourteen (14) days prior to the *general meeting*. This notice must include an outline of the *special resolution*.

Part 4 – Proceedings at General Meetings

17. A quorum for a *general meeting* of the association shall be one-tenth (1/10) of the *active members* of the association or three (3) *active members*, whichever is greater. No business shall be transacted at a *general meeting* unless a quorum is present.
18. Each *active member* personally present at a *general meeting* shall have one (1) vote. No proxies shall be permitted. Questions at *general meetings* shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
19. Ratification of Resolutions
 1. All resolutions except *special resolutions* require a majority vote at a *general meeting* in order to be ratified.
 2. All *special resolutions* require a 75% majority vote at a *general meeting* to be ratified. A *special resolution* is any resolution that alters the constitution and bylaws of the association or any resolution that will cause to association to acquire a debt.

Part 5 – The *Executive committee*

20. The *executive committee* may exercise all the powers and do all the acts and things that the association may exercise and do, subject to
 - a. these bylaws,
 - b. all laws affecting the association, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the association in a *general meeting*.
21. A rule made by the association in a *general meeting* does not invalidate a prior act of the *executive committee* that would have been valid if that rule had not been made.
22. The management and administration of the affairs of the association shall be vested in the *executive committee* which shall consist of not less than five (5) *active members* and not more than nine (9) *active members*, all elected or appointed as herein provided. These members shall be referred to as the *executive officers*.
23. All members of the *executive committee* shall be elected at the AGM for a term extending to the next AGM, however, any member of the *executive committee* may be re-elected for a further term or terms.
24. Any *active member* of the association shall be eligible to hold an executive position. Only *skippers* may hold Boat Captain positions.
25. The executive positions of the association shall be as follows:
 - Commodore
 - Vice Commodore
 - Treasurer
 - A Captain or Captains for each of the association's yachts
 - Secretary
 - Membership
26. If the office of an *executive officer* is resigned or vacated for any reason during the year, the *executive committee* may appoint a new *executive officer* to fill such vacancy until the next AGM. If such a person was not already a member of the *executive committee*, then the person will become so by virtue of the appointment.

27. The responsibilities of the *executive officers* are as follows:

1. **Commodore Responsibilities:** The Commodore shall preside over the meetings of the *executive committee* and of the association and be the general *executive officer* of the association for the purpose of carrying out the decisions of the *executive committee* and the *active members*. The Commodore shall also be the association's external representative.

2. **Vice-Commodore Responsibilities:** The Vice-Commodore shall perform the duties of the Commodore in the event that the Commodore is absent or is unable to act. The Vice-Commodore shall also be responsible for ensuring that only qualified, competent sailors are designated as "skippers" by using the check-out procedure as defined in the association's Standard Operating Procedure document.

3. **Boat Captain:** Each yacht shall have at least one Boat Captain. No more than two *active members* shall share the position of Captain for any one boat. The Boat Captains are responsible for ensuring that the yachts and their associated equipment are appropriately maintained. The Boat Captains are also responsible for maintaining, as and when required, the Standard Operating Procedure documents for the yachts.

4. **Treasurer:** The Treasurer shall be responsible to see that the full and accurate accounts of all receipts and disbursements of the association are kept in proper books of account and that all the monies and other valuable effects of the association are deposited in the name of and to the credit of the association in such bank or banks as may from time to time be designated by the *executive committee*. The Treasurer shall also disburse the funds of the association by cheque or electronic transfer under the direction of the *executive committee* and shall render to the *executive committee* at the regular meetings thereof, or whenever required by them, an account of all transactions undertaken as Treasurer and the financial position of the association.

5. **Secretary:** The Secretary shall be responsible for keeping a detailed record of the proceedings of all meetings of the *executive committee* and the association and shall conduct all correspondence of the association. The Secretary shall also give all notices required to be given to members and shall be responsible for keeping a current register of all members. The Secretary shall also be responsible to ensure that all documents required by the "Society Act" are duly filed with the Registrar of Companies.

6. **Membership Director:** The Membership Director shall be responsible for all matters regarding attracting new members. This includes ensuring that advertising is coordinated and carried out when deemed necessary by the *executive committee*. The Membership Director shall be the published “point of contact” for potential new members that are seeking information about joining the association.
28. Prior to the AGM, the *executive committee* shall appoint a nominating committee consisting of not less than three (3) *active members*. The nominating committee shall nominate sufficient *active members* to provide for all positions in the *executive committee*. The consent of the nominees to the nomination shall be obtained by this committee prior to announcing the names to the association. At the AGM, the *active members* shall elect the *executive officers* for the association. If, at the AGM, the membership decides to increase the size of the *executive committee*, they may do so by electing any *active member* previously nominated by the nominating committee or nominated at the time of the meeting, provided that evidence of the nominee’s acceptance is available.
29. The *executive officers* shall be reimbursed for any monies expended by them in performance of their duties as the *executive committee* direct.
30. The number of *executive officers* comprising the *executive committee* may, from time to time and if deemed necessary, be altered by the *executive committee*. The number shall however, remain within the limits as set out in these by-laws.
31. Termination of executive Positions
1. An *executive officer* may resign their office upon providing written notice to the Commodore. The resignation shall be effective immediately it is received. The position shall also be vacated if the officer ceases to be an *active member* of the association.
 2. An *executive officer* may be removed from office for any action prejudicial to the association by a *special resolution* of the membership.

Part 6 – Meetings of the *Executive committee*

32. The *executive committee* shall meet from time to time and regulate its meetings as it sees fit.
33. A quorum for meetings for the *executive committee* shall be three (3) *executive officers*.
34. Any resolution signed by all the *executive officers* shall be valid and effectual as though passed at an *executive meeting* that was duly called and constituted.

35. All *executive officers* shall be notified of every *executive meeting* and shall be entitled to attend same.
36. The *executive committee* may delegate any, but not all, of its powers to committees consisting of one or more *active members* of the association. Any act or thing done by such a committee in pursuance of and within its authority shall be valid and binding as if done by the *executive committee*.

Part 7 – Standard Operating Procedures

37. The *executive committee* shall be responsible for maintaining, as and when required, a document called the *Standard Operating Procedures (SOP)*. This document shall contain details about the day to day operation of the association. Each yacht owned or operated by the association is to have a section within the SOP that is maintained, as and when required, by the respective Boat Captain. These *Boat SOPs* are to contain details about the safe and proper operation of the vessels.
38. The SOPs shall be made readily available to all members at all times. At minimum, the SOPs shall be available from the association website and also available in written form on each yacht.
39. The SOPs shall contain only procedures, details or operating guidelines that are consistent with these bylaws.
40. The SOPs are intended to be a guide only. Omissions or errors in the SOP do not constitute an excuse for improper operation of association yachts.

Part 8 – Borrowing and Financing

41. The association may incur debt only in accordance with a *special resolution* of the membership authorizing the borrowing. The borrowing powers of the association may be exercised by the Commodore and Treasurer or such other *active members* as the *executive committee* may determine in accordance with the *special resolution* authorizing the borrowing.
42. All cheques drawn upon the monies of association shall be signed as the *executive committee* may from time to time direct and until such direction shall be signed by at least two of the following three *executive officers*:
 - Commodore
 - Treasurer
 - Secretary

43. All monies of the association shall be deposited in a chartered bank or trust company or credit union authorized to receive deposits and shall be withdrawn only by cheque or electronic transfer.

Part 9 – Audit of Accounts

44. The question as to whether the accounts of the association shall be audited for the ensuing year shall be decided by the *active members* of the association each year at the AGM.

Part 10 – Seal

45. The *executive committee* may adopt a seal which shall be the common seal of the association. The common seal of the association shall be under the control of the *executive committee* and the responsibility for its custody and use from time to time shall be determined by the *executive committee*.

Part 11 – Amendment of Bylaws

46. These By-Laws may be amended, altered or rescinded by the association at a *general meeting* by a special resolution.

Part 13 – Records

47. The *executive committee* shall be responsible to the members of the association to ensure that accurate financial records are kept up to date by the Treasurer and that minutes of the proceedings of all meetings are maintained by the Secretary. These records are to be maintained in safe custody and shall be open to inspection by any *active member* of the association at all reasonable times upon 7 days notice to the Secretary (for minutes) or the Treasurer (for financial records).
48. The minutes of all association meetings shall be readily available to all members and shall be posted on the association web-site.