

BY-LAWS

OF THE

ROTHESAY YACHT CLUB INC.

As Adopted: May 5, 1996

Last Amended: August 27, 2020

Commodore

Secretary

printed:

THE BY LAWS

The by-laws relating generally to the transaction of business and affairs of THE ROTHESAY YACHT CLUB INC.

BE IT ENACTED as the by-laws of the ROTHESAY YACHT CLUB INC. as duly incorporated under and by virtue of the New Brunswick Companies Act (hereinafter referred to as the "ACT") as follows:

BY-LAW 1 DEFINITIONS

- 1.1. In the By-laws:
 - 1.1.1. **"company"** means Rothesay Yacht Club Inc.;
 - 1.1.2. **"board"** means the Board of Directors of RYC and include any chairperson of committee thereof;
 - 1.1.3. **"By-laws"** includes the By-laws;
 - 1.1.4. **"fees"** means any charge of any nature whatsoever which may be levied against members by the Board or members pursuant to the By-laws and include any debt due RYC, and includes fines;
 - 1.1.5. **"member"** means a member of RYC, and **membership unit** has a corresponding meaning;
 - 1.1.6. **"RYC"** means the Rothesay Yacht Club Inc.;
 - 1.1.7. **"Club Rules"** means any set out and approved by the Board.

BY-LAW 2 HEAD OFFICE

- 2.1. HEAD OFFICE - The head office of RYC shall be in the town of Rothesay, in the county of Kings and the province of New

Brunswick.

- 2.2. SEAL - The Seal of the company shall consist of the words "Rothesay Yacht Club Inc." incorporated New Brunswick, 1966, written, printed, engraved, impressed, or stamped and shall be attested by signatures of the Commodore or Vice-Commodore and the Secretary or Treasurer unless otherwise ordered by the Board of Directors.

BY-LAW 3 MEMBERSHIP

- 3.1. MEMBERSHIP GENERALLY - The Board shall do all things it may deem fit with respect to RYC membership, including but not limited to, establishing classes of membership; prescribing application forms and procedures; terms and conditions of membership and renewal; and membership privileges and responsibilities.
- 3.2. ANNUAL MEMBERSHIP - Unless otherwise ordered by the Board. membership of any class except Honorary membership, shall be granted for one year only, starting April 1 of any calendar year and ending March 31 of the next calendar year regardless of the date the application for membership is granted within the membership year, unless the Board extends a membership year. Honorary membership shall be for a period deemed appropriate by the Board.
- 3.3. APPLICATION REVIEW - Subject to the Board power to review all membership applications, the Membership Director shall consider all applications for membership and grant all applications satisfying the requirements set out by the Board. The Membership Director may refer any membership application to the Board for consideration. Any application for membership or renewal may be rejected by

the Board and then no membership shall be issued.

- 3.4. MEMBERSHIP LIMITED - Memberships shall be accepted from applicants renewing their membership from the previous membership year, provided the application is received before April 1st, or such other date as the Board may designate and is not rejected by the Board pursuant to paragraph 3.(C). Any application for renewal of membership which is not accepted prior to April 1 or the designated date, may be refused. If membership is limited, the previous year's members shall be given acceptance over new members until March 31.
- 3.5. VOTING MEMBERSHIPS - Only Family and Dry Land Memberships in good standing may vote at members' meetings and elect members to the board; and any member (in any category of membership) in good standing over the age of nineteen years may stand for election to the Board and have a vote at all Board meetings.
- 3.6. VOTE - Each Family and Dry Land Membership Unit shall have only one vote at members' meetings. If a dispute arises the Membership Director shall designate one person within the Membership Unit to exercise the vote for that family.
- 3.7. NATURE OF CONTRACT - Each member of any membership class or membership unit agrees that membership is a contract between himself/herself and RYC and that the by-laws and motions passed by the Board and motions passed by the membership set out the terms and conditions of such contract.
- 3.8. COMPANY REGISTRY - The Membership Director shall:
 - 3.8.1. enter a list of names, addresses and phone numbers of persons granted membership for the next membership year showing

class of membership then prevailing;

3.8.2. remove the names of all persons whose membership has expired in accordance with by-law 3.(B) from the Company Registry;

3.8.3. make such additions and deletions as necessary for each membership year; and

3.8.4. maintain a continuous Company Registry open for inspection to all members of the company.

3.9. **INSURANCE** - Every member who owns a boat agrees to carry sufficient insurance to cover losses to other members person or property caused by that member's boat.

BY-LAW 4 MEMBERSHIP MEETINGS

4.1. **REGULAR GENERAL MEETINGS** - There shall be two bi-annual meetings of the members in good standing of RYC being:

4.1.1. the Spring General Meeting on a date to be set by the Commodore; and

4.1.2. the Fall Annual General Meeting to be held in the fall on the first Sunday in November or a date to be set by the Commodore.

4.2. **FALL ANNUAL GENERAL MEETING** - At the Fall Annual General Meeting, the members shall receive reports from flag officers and committee directors, as appropriate; the report of the independent accountant or auditor, if it is so wished; confirm or reject By-law changes recommended by the Board since the last General Meeting; and carry on such other business as may properly come before the meeting.

4.3. **SPECIAL GENERAL MEETINGS** - Special General Meetings of the members may be called at any time by the Board and must be called upon a written request from five or more

voting Members of the Company.

- 4.4. NOTICES - No public notice of advertisement or meetings of the members. Annual or Special, shall be required but all Members shall be notified of such meeting at least four days prior to the date of the meeting. Notice given orally, by telephone, by email, by voicemail or in writing shall be sufficient and if notice is given in writing such notice may be sent by ordinary email to each such Member at their last email address appearing on the books of the Company. or if no email address so appears then to such address as the person sending the notice may consider to be the most likely to reach promptly such Member. Notice of a Special General Meeting shall include a statement, stating briefly the special purpose thereof. Notice of the Fall Annual or a Special General Meeting may also be affected by its publication on the Company's Web Page. Regular General or Special Meetings of the Members may be held at any time or place if a quorum of the Members are present, and at any such meeting any business may be presented or transacted which the Company would transact at an annual general meeting.
- 4.5. QUORUM - The presence of fifteen voting members shall constitute a quorum at Meetings of the Members of the Company.
- 4.6. ADJOURNMENT - If less than a quorum shall be in attendance at the time for which any meetings of the Members shall have been called, the meeting may, after the lapse of fifteen minutes from the time the appointed for holding the meeting, be adjourned by the members present for a period not exceeding one month. At the subsequent meeting any number of voting members present will form a quorum provided four days notice has been given to the membership. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting any

business may be transacted which might have been transacted if the meeting had been held as originally called.

- 4.7. CHAIR - The Commodore, or in their absence, the Vice-Commodore, or in their absence, such person as may be designated by the Commodore or Vice-Commodore (as the case may be), shall chair all members' and board meetings.
- 4.8. SECRET BALLOT - When the election is by secret ballot, two scrutineers shall be appointed by the Chair. The Membership Director or designate shall provide the scrutineers with a list of the nominees, and list of the persons eligible to vote, and supply ballots. The scrutineers shall permit only eligible persons to vote and shall count the ballots and give the results of the vote to the Chair. After the results have been reported to the membership, the ballots will be destroyed.
- 4.9. ALLOWING E-ATTENDANCE FOR MEETINGS - All General Meetings may be held in person or by means of a telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other and RYC makes that communications facility available. Participation in the meeting constitutes presence at the meeting for the purpose of determining quorum as if they had actually attended such meeting, in person or by proxy.
- 4.10. ALLOWING E-VOTES AND PROXY VOTES
 - 4.10.1. Voting
 - a) Each member from a class with voting rights who, is in good standing at the time of voting, is entitled to one vote;
 - b) Two (2) scrutineers will be appointed by the Chair before every selection.
 - c) Decisions by the voting members shall be on resolutions by majority vote;
 - d) The Commodore shall vote on all motions. In the event of a tie vote, the motion will be lost;
 - e) Voting shall be done by (i) show of hands or (ii) by email, provided that:

- i. The email vote must be received by the RYC within the specified period in the notice in order to be authenticated and counted, including for purposes of establishing quorum.
- ii. If the Chair or five (5) or more voting members request a secret ballot, voting shall be done in accordance with section 4.8.
- iii. Notwithstanding subsection (ii), if a voting member casted their vote by email, the two scrutineers, shall delete the email once the vote is tallied and to incorporate all other reasonable steps to ensure appropriate confidentiality of the vote. The email vote shall be treated and counted as if it were a secret ballot completed at the meeting.

4.10.2. Proxy

- a) Members may vote by proxy if they complete a proxy form;
- b) The form of proxy must be included with the notice of any General Meeting;
- c) The proxy must be dated, signed, and witnessed; and
- d) The proxy must be presented to the Chair at least 30 minutes prior to the commencement of the meeting at which the proxy is meant to be exercised.

BY-LAW 5 MEMBER DISCIPLINE

5.1. DISCIPLINARY MATTERS - No member shall commit a disciplinary:

5.1.1. breach the By-laws;

5.1.2. breach Club Rules;

5.1.3. act in an unmannerly, disorderly or uncivil fashion;

5.2. BOARD INITIATIVE - The Board, or any director thereof, on its own motion, may seek compliance with the Club Rules by

members through such measures as it deems fit, including but not limited to the appointment of a director to deal with the problem.

- 5.3. COMPLAINT - Where the Board receives a written complaint from a member or employee alleging that a member has committed a disciplinary offence, the Board shall appoint a director who shall attempt to settle the complaint amicably among the persons concerned.
- 5.4. HEARING - Failing an amicable settlement, a member shall not be disciplined without having a fair hearing by the Board. Both the Board and the member in question have the right to call witnesses or examine any statements taken with the view to rebuttal of same. Copies of all written statements taken shall be furnished to all parties.
- 5.5. NONATTENDANCE AT HEARING - Where the notice of hearing is given, and the member does not appear at the hearing, the Board shall proceed, and may discipline the member in question.
- 5.6. DISCIPLINARY MEASURES - After a fair hearing where two-thirds of the Board at the hearing find the member guilty of the commission of a disciplinary offence, the Board may discipline the member by:
 - 5.6.1. revoking their membership forever without a refund of fees;
 - 5.6.2. suspending their membership for a stated period of time without a refund of fees;
 - 5.6.3. fining them up to a maximum of \$500 with up to one month to pay with revocation of membership upon default of payment;
 - 5.6.4. imposing such conditions of limitations upon such membership

privileges as is deemed just;

5.6.5. admonish the member; or any combination thereof.

5.7. APPEAL - The member may appeal the decision of the Board to the general membership at a Special General Meeting called for that purpose.

BY-LAW 6 COMPOSITION AND ELECTION OF BOARD OF DIRECTORS

6.1. COMPOSITION - The RYC Board of Directors shall be composed of no less than six and no more than twenty members in good standing being flag officers and standing committee chairpersons. All Board vacancies, with the exception of the Past Commodore, shall be elected at the Fall Annual General Meeting or appointed pursuant to the By-laws.

6.2. FLAG OFFICERS - Members shall be elected to the positions of Commodore, Vice-Commodore, Treasurer, and Secretary. Together with the Past Commodore, the members elected to the four positions just mentioned shall be the five flag officers of the RYC.

6.2.1. COMMODORE -The Commodore shall be the chief executive officer of the Company. They shall have the active and general management of the affairs of the Company and shall see that all orders and resolutions of the Board are carried into effect to the best of their ability.

6.2.2. VICE-COMMODORE - The Vice-Commodore shall perform all the duties of the Commodore in absence or inability to serve and shall assist the Commodore in the discharge of their duties.

6.2.3. SECRETARY - The Secretary shall be responsible for the secretarial duties incidental to the duties of the Board. This shall include, but not be limited to, recording and distributing

minutes.

- 6.2.4. TREASURER - The Treasurer shall be responsible for all financial matters incidental to the duties of the Club.
- 6.3. DIRECTORS - Not less than 5 or more than 15 directors shall be elected to the board.
- 6.4. TERM OF OFFICE - Subject to the provisions concerning vacancy, all Board Members are elected to serve a two-year term, or until their successors shall have been duly elected, at which time they shall be deemed to have retired. The Past Commodore shall serve on the Board until such time as is no longer same in fact.
- 6.5. NOMINATING COMMITTEE - The Board shall appoint a Nominating Committee including the Commodore, Vice Commodore, Membership Director, Chairman and any other members the Board deems necessary. This committee's purpose will be to secure a slate of candidates, considering gender parity with a goal to achieve a 60% - 40% gender balance, to fill vacancies as directed by the Board.
- 6.6. NOMINATION BY MEMBER - Any voting member may nominate another member for election to any position as director on the Board.
- 6.7. SECRET VOTE -The election shall be by secret ballot when five voting members so requests.
- 6.8. VACANCY OF BOARD MEMBERS - Where a vacancy occurs on the Board, either of a flag officer or director, the Board may appoint a member in good standing to hold office until the next Fall Annual General Meeting at which time the vacancy shall be filled by election for the unexpired portion of the term of office of such flag officer or director.
- 6.9. DEEMED VACANCY -Where a director does not attend three

consecutive meetings without showing good cause, the Board may declare the director is no longer a member of the Board of Directors.

- 6.10. **REMOVAL OF DIRECTORS** - The voting members of the Company may by resolution remove any Director or Flag Officer before the expiration of their period of office and appoint any other qualified person in their place for the balance of term at a special general meeting of which notice specifying the intention to pass such a resolution has been given and such resolution having been carried by at least two-thirds of the votes cast. The Board of Directors, by resolution, may request such special meeting.

BY-LAW 7 POWER OF BOARD OF DIRECTORS

- 7.1. **GENERAL POWER** - The Directors of the Company shall administer the affairs of the Company in all things and may make or cause to be made for the Company any description to contract which the Company may by law enter into and generally may exercise or cause to be exercised any or all of the rights or powers which the Company itself may exercise under its Charter and the laws governing it.
- 7.2. **EXECUTIVE COMMITTEE** - Where a matter arises requiring a decision which cannot be deferred until the next regular Board meeting, an Executive Committee can be struck by the Commodore consisting of the Commodore, Treasurer and committee chairpersons whose committee responsibilities are affected by the matter. The Executive Committee may meet by telephone. The Commodore has the casting vote in the event of a tie vote. The Executive Committee shall consider calling a special board meeting on the matter. Any decisions made by the Executive Committee shall be reported at the next Board meeting. The Executive

Committee has no power to change a by-law in any way whatsoever but may exercise the full powers of the Board.

- 7.3. MEETINGS - Meetings of the Board of Directors may be held at such times and places as may be found convenient, which can include meeting: face to face, electronically or by teleconference. The Commodore or designate shall call meetings as needed. Any 4 members of the Board may cause the Commodore to call a Board meeting within 14 days of the request. The Board shall have a minimum of one meeting every two months.
- 7.4. NOTICE - Notice of meetings of the Board of Directors shall be given at least two days before each meeting orally, by telephone, email, voicemail or in writing or in any other practical way.
- 7.5. EFFECT OF IMPROPER NOTICE - Improper notice shall not invalidate the proceedings of a Board meeting held with a proper quorum.
- 7.6. QUORUM - At all meetings of the Board of Directors the presence of seven of the Directors shall be sufficient to constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by Statute or in the by-laws of the Company.
- 7.7. ADJOURNMENT -If less than a quorum shall be in attendance at the time for which any meeting of the Directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned by the Directors present for a period not exceeding one month until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be

determined by vote.

- 7.8. VOTE - Members of the Board of Directors can vote face to face, electronically or by teleconference and each Member of the Board shall have one vote only.
- 7.9. IMPROPERLY CONSTITUTED BOARD - All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such Director or persons acting aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.
- 7.10. NO REMUNERATION - Directors shall receive no remuneration for their services as such.
- 7.11. FEES - The Board shall set all fees and assessments chargeable to members, for each membership year not less than 30 days before the membership year starts. The Board will set all regulations concerning such fees.
- 7.12. CLUB RULES - The Board may by resolution make Club Rules concerning such matters as it deems fit, including but not limited to; the government, suspension, expulsion, fining, discipline and regulation of members and guests; fees: the use of RYC premises and property and the movement of members property by RYC. Changes to Club Rules will be communicated to members as the Board deems to be the most practical way.
- 7.13. CONFLICT OF INTEREST - No Director shall be disqualified by their office from entering into contracts, arrangements or dealings with the Company nor shall any contract, arrangement or dealing with the Company for any profit realized by or arising out of any contract, arrangement or dealing with the Company by reason of such Director being a party to or interested in or deriving profit from any such

contract, arrangement or dealing and being at the same time a Director of the Company provided that such director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon, the nature of their interest therein; if their interest then exists, or in any other case at the earliest opportunity after the acquisition of their interest. No Director shall vote in respect of any contract, arrangement or dealing in which they are interested and if they do so vote, their vote shall not be counted. This prohibition shall not apply to any contract or arrangement by the Company to give to the Director or any of them any security by way of indemnity and it may at any time and from time to time be suspended or relaxed to any extent by resolution of the Members of the Company at any Annual or Special General Meeting. A general notice that a Director is a member and/or officer of any specified firm, syndicate, association or company and is to be regarded as interested in all transactions with that firm or syndicate or association or company, shall be a sufficient disclosure under this paragraph as regards such Director and the said transactions and after such general notice it shall not be necessary for the said Director to give special notice of any particular transaction with that firm or syndicate or association or company.

- 7.14. INDEMNITY - The members of the Board of Directors, auditors, secretary, treasurer and other officers for the time being of the Company and every one of them, and every one of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators shall or may incur or sustain by or by reason of any act, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective office or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or

default respectively.

BY-LAW 8 STANDING COMMITTEES AND POSITIONS

- 8.1. COMMITTEES - The Board may appoint such committees or positions as it deems necessary for the operation of the Club. Each committee chairman shall report to the Board.

BY-LAW 9 FINANCES

- 9.1. FISCAL YEAR - The fiscal year of the Company shall end in each and every year on the thirty-first day of October.
- 9.2. BANKING ARRANGEMENTS - The banking business of RYC, or any part thereof, shall be transacted with such bank, financial institution or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such bank business or any part thereof, shall be transacted on RYC's behalf by two or more officers and/or other persons as the Board may designate, director authorize from time to time by resolution and to the extent therein provided, including but without restricting the generality of the foregoing, the operation of RYC's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchanges and orders for the payment of money; the giving of receipts for and orders relating to any property of RYC; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on behalf to facilitate such banking business.
- 9.3. SIGNING OFFICERS - Any two of the following officers have the

power to sign documents and cheques on behalf of RYC:

9.3.1. Commodore;

9.3.2. Vice-Commodore;

9.3.3. Treasurer;

9.3.4. Secretary

9.3.5. Past Commodore.

9.4. BORROWING - Subject to paragraph 10.(E), the Board may from time to time:

- (1) borrow money on the credit of RYC;
- (2) issue, sell or pledge securities (including bonds, debentures, or other like liabilities) of RYC but no invitation shall be extended to the public to subscribe for any such securities;
- (3) charge, mortgage, or pledge all or any of the real or personal property of RYC including book debts, accounts receivable and unpaid rights, powers, franchises and undertaking, to secure any such securities or any money borrowed or other debt, or any other obligation or liability of RYC;
- (4) give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of RYC and secure any such Director or other person against loss by giving him by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of RYC.

9.5. RESTRICTION ON BOARD BORROWING POWER - Where the Board in any fiscal year proposes to borrow an amount or amounts in excess of \$25,000 pursuant to paragraph 10.(D), it shall first obtain the approval of voting members by their resolution made at a General Meeting provided that the voting members have been given notice of the intention of the Board to do so.

BY-LAW 10 FEES

- 10.1. FEES IN NATURE OF A DEBT - Each member (or in the case of members under the age of nineteen years, their parents or legal guardians), their executors, administrators, heirs, successors, and assigns. agree that all fees, assessments, costs pursuant to the by-laws and Club Rules and fines payable by members to RYC are in the nature of debt. RYC may sue a member or past member in a court of law for such fees and its solicitor-client costs for so doing if no payment is made within fifteen days after the date on the notice to the person requiring such payment.

BY-LAW 11 GENERAL

- 11.1. OMISSIONS AND ERRORS - The accidental omission to give any notice to any member, director, officer, or auditor. or the non receipt of any notice by any member. director. officer. or auditor or any error in any notice or any irregularity in procedure of any nature whatsoever not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.
- 11.2. SEVERABILITY - If any provision of the by-laws shall be found invalid for any reason. the remaining provisions shall stand and be given full force and effect.
- 11.3. BY-LAW CHANGES - The Board of Directors may from time to time recommend repeal, amendments and additions and deletions to these by-laws and such change must be confirmed at any General Meeting of the members duly called for that purpose,.
- 11.4. RECORDING OF BY-LAW CHANGES - The Secretary shall compile a record of all repeals, amendments, additions and

deletions to these by-laws, as well as all new by-laws enacted

- 11.5. BY-LAW AND CLUB RULES CHANGES POSTED - Changes to the By-laws and the Club Rules should be posted on the Club's Website and emailed to Members. For any situation not specifically covered in these By-Laws as to the conduction of meetings and procedures, Robert's Rules of Order shall be referred to.

END