

**Oakville Power Boat Club**

**By-Laws**

**Revised 2017**

## 1. GENERAL

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE OAKVILLE POWER BOAT CLUB.

BE IT ENACTED as a By-Law of the Oakville Power Boat Club as follows:

### 1 GENERAL

#### 1.1 Headquarters

1.1.1 The Headquarters of the Club, where a Clubhouse shall be maintained for the use of members, shall be in the Town of Oakville.

#### 1.2 Seal

1.2.1 The Seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Corporation, hereinafter referred to as "The Club".

#### 1.3 Objects

1.3.1 The Objects for which the Club is formed shall be:

1.3.1.1 To promote interest in boating among its members and among all persons in surrounding communities;

1.3.1.2 To act on behalf of its members and in their interest to promote fair legislation, taxation and proper control of navigable waters;

1.3.1.3 To provide an opportunity for exchange of boating information;

1.3.1.4 To own or lease property to provide a clubhouse, boat storage and docking facilities for its members in the Town of Oakville;

1.3.1.5 To promote safe boating amongst its members and other boaters.

#### 1.4 Club Documents

1.4.1 The Secretary shall ensure that all necessary books and records of the Club required by the By-Laws of the Club or any applicable statute are regularly and properly kept.

1.4.2 Documents of an historical nature shall remain in the custody of the Club Secretary at the head office of the Club, or at such other place as may be designated from time to time by the Board.

#### 1.5 Insignia and Uniform

1.5.1 The official colours of the Club shall be blue and gold. The Club Burgee shall be a blue isosceles triangle of which the horizontal axis shall be twice the perpendicular height. The interior triangle shall be gold, an isosceles triangle, each side running at 45 degrees from the perpendicular height.

1.5.2 The immediate Past Commodore shall fly the Club Burgee with three yellow stars and a yellow "R" on the blue field.

1.5.3 The Commodore shall fly a Club Burgee with three yellow stars.

1.5.4 The Vice-Commodore shall fly a Club Burgee with two yellow stars.

1.5.5 The Rear Commodore shall fly a Club Burgee with one yellow star.

1.5.6 The immediate Past Commodore, Commodore, Vice Commodore and Rear Commodore shall be considered the Flag Officers of the Club.

1.5.7 All Past Commodores of the Oakville Power Boat Club shall have the right to fly a Club Burgee with three (3) silver stars on the blue field.

1.5.8 The "Summer Dress Uniform" for all Captains shall be white Captain's hat, open neck white uniform shirt with epaulettes, white trousers / skirt / shorts and white shoes.

The "FORMAL Summer Dress" Uniform for all Captains will be in addition to the above, a navy-blue blazer and navy blue club tie. To be worn as deemed appropriate and is not mandatory at all times.

The "FORMAL Winter Dress Uniform" for all Captains will be a navy-blue blazer, navy blue Club tie, white shirt, grey trousers or skirt and black shoes. To be worn as deemed appropriate and is not mandatory at all times.

"Summer Dress Uniform" is mandatory at the annual 'Sail past' and Formal dress, not necessarily uniform, is mandatory at the Commodore's Ball.

- 1.5.9 The Commodore shall have the right to wear three gold stars on cuff of left sleeve of blazer and on epaulettes of shirt.
- 1.5.10 The Vice Commodore shall have the right to wear two gold stars on cuff of left sleeve of blazer and on epaulettes of shirt.
- 1.5.11 The Rear Commodore shall have the right to wear one gold star on cuff of left sleeve of blazer and on epaulettes of shirt.
- 1.5.12 All other members of the Board of Directors shall have the right to wear one gold crown on cuff of left sleeve of blazer and on epaulettes of shirt
- 1.5.13 All other Captains shall have the right to wear four bands of gold braid on shirt epaulettes.
- 1.5.14 All Flag Officers, Officers and other members of the Board of Directors shall wear four bands of gold braid on epaulettes in addition to the above-mentioned insignias.
- 1.5.15 All Past Commodores shall have the right to wear three silver stars on cuff of left sleeve of blazer and on epaulettes of shirt. In lieu of gold braid on epaulettes the Past Commodores shall wear silver braid.

## **2 MEMBERS**

- 2.1 Membership shall consist of the applicants for incorporation and such other individuals and legal entities that are admitted to the membership in accordance with the general qualifications as established by the Board of Directors. Preference of membership will be given to Town of Oakville and Region of Halton residents.

### **2.2 Class of Member**

Membership of the Club may consist of the following classes:

Honorary Life Members  
Honorary Members  
Boating Members  
Social Members  
Business Members

- 2.2.1 Honorary Life Member is a member who has at least twenty-five (25) years of accrued Boating Membership in the Club and who in recognition of conspicuous services rendered to and for the benefit of the Club have been elected an Honorary Member for Life by the two-thirds (2/3) vote of the Board of Directors. Upon such election, the member shall enjoy all the privileges of a Boating Member of the Club, including voting rights, with no payment of the annual Boating Member fees as long as the member maintains a boat in the Club. When the member no longer maintains a boat in the Club voting rights will cease. Honorary Life Members who achieved such status prior to the enactment of the 2013 By-Law revisions shall continue to enjoy all the privileges of a Boating Member as afforded by the Bylaws.
- 2.2.2 Honourary Member is a person who, for special services rendered to the Club or distinction in community affairs, has been elected as such by the unanimous vote of the Board of Directors. The duration of such membership, which will afford the full privileges of the Club, except voting or maintaining a boat on Club premises, without payment of fees shall terminate annually.
- 2.2.3 Boating Member is a member who has obtained age of majority, and has unqualified membership privileges, including voting rights, subject to the restrictions imposed by the regulations of the Club.

The spouse (including same sex partner or common law partner), of a Boating Member has the same membership privileges as the Boating Member and in absence of the Boating Member shall be eligible to vote. The privileges and rights of the aforementioned may be revoked in writing by the Boating Member. Children of Boating Members shall have Club privileges, subject to the regulations of the Club, up to the legal age of majority.

Prior to obtaining the status of Boating Member, all new applicants who have been duly sponsored must pay an initiation fee as set by the Board of Directors in accordance with Section 2.5.1 and successfully complete a one year probationary period commencing from the date of acceptance by the Board of Directors as a Probationary Boating Member. During the probationary period, all fees and other accounts with the Club must be maintained in Good Standing. At the end of the probationary period the member's conduct and participation in the Club will be

reviewed by the Board of Directors. If for any reason, Boating Membership is not approved for continuation by the Board of Directors, the member's initiation fee will be refunded in full and all future Club privileges and membership will be revoked. The individual's boat must be removed from Club property per Club regulations, with docking fees to be refunded on a pro-rata basis. Boating Members who have sold their boat and have fully paid their initiation fees may retain Boating Member status, including seniority upon written request to, and with the approval of, the Board of Directors. Boating membership fees shall apply. Boating Members who have sold their boat may change their membership to Social Member status upon written request to, and with the approval of the Board of Directors. Should this membership status be approved by the Board of Directors the member will lose their accumulated boating membership seniority. Social Membership fees shall apply. Any Social Member who was previously a Boating Member, may change back to a Boating Member provided the member has maintained continuous membership in the Club. No new Initiation Fees will apply if their membership change is approved by the Board of Directors

- 2.2.4 Social Member is a member (including spouse and children up to the age of majority) who shall be entitled to participate in all membership privileges except that of maintaining a boat, or regularly skipping a boat docked on Club property, or voting at any Club meetings.
- 2.2.5 Business Member is a member that is held on behalf of a company. Three employees designated from time to time by the owner or president of the business shall be entitled to participate in all membership privileges afforded a Social Member and is also eligible to rent the clubhouse for one event per year with no rental fee being applied.
- 2.2.6 Any person who owns and maintains a boat at a Club dock must be a Boating Member. In addition, the Boating Member must satisfy one of the following conditions;
- a) be the owner of a power boat; or
  - b) be the co-owner of a power boat with his / her spouse; or
  - c) be the President of a corporation or owner of a business that owns a power boat. A registered vessel is considered to be solely owned by the member or that member's corporation / business; or
  - d) be the lawful and sole lessor of the boat
- In any case where more than one party owns a boat, a "Captain" must be designated who must assume all responsibilities associated with the membership.
- 2.2.7 Members are deemed to be in Good Standing when their account is not in arrears for any amount for a period of more than 30 days and they are not currently suspended by the board of directors in accordance with section 2.9.
- 2.2.8 A member is deemed to be a Senior Member if:
- a) They have successfully completed their probationary period
  - b) Are an active boating member

### **2.3 Approval of Applicants for Membership**

- 2.3.1 Every candidate for membership must be sponsored by either a Boating or Social Member. The sponsor must be in Good Standing with the Club. Sponsors are encouraged to make the necessary introductions to the secretary and/or membership committee and to assist new members in acclimatizing to the club.
- 2.3.2 All applicants for membership shall use the form or forms provided by the Board of Directors which must be filled out completely and shall be forwarded to the Secretary along with full payment for that particular membership category.
- 2.3.3 The application shall be investigated by the Secretary and/or Membership Committee and presented to the Board of Directors who after taking into consideration the recommendation of the Membership Chairman may, by a two-thirds (2/3) majority vote of the Directors present, elect the applicant to membership in the Club. This application, however, shall not be acceptable until all the information contained in the application has been posted on the Club Notice Board, or other such electronic forum as may be adopted by the Board of Directors for such purpose, for at least fourteen (14) days.
- 2.3.4 Social Members requesting an upgrade to Active Membership shall follow the application process as defined in 2.3.2 and 2.3.3
- 2.3.5 Every person applying for membership shall be formally notified by the Secretary by **mail or email** and advised that the Application for Membership has been accepted or rejected.

### **2.4 Rights, Privileges and Duties of Members**

- 2.4.1 Any persons having been approved as members of the Club, or who are registered guests of such members, may use the Clubhouse and grounds and may participate in all Club functions. The rights of any member to the privileges of the Club shall co-exist only with the period of membership.

- 2.4.2 All guests are required to be registered by their sponsoring member. Registered guests may use the Club house and grounds and may participate in Club functions. The rights of the registered guest to have privileges of the Club shall co-exist only with the day of registration
- 2.4.3 Every member upon approval of membership to the Club, shall, by accepting the rights and privileges of the Club, agree with each other to accept and be bound by the By-Laws, Rules and Regulations of the Club and its Board of Directors.
- 2.4.4 Any complaints by a member of the Club must be in writing and signed by the party making the complaint. The complaint must be directed to the Secretary of the Board of Directors.

## **2.5 Fees**

- 2.5.1 All annual fees payable by all classes of membership shall be fixed from year to year by a two-thirds (2/3) vote of the Board of Directors and the Annual Fees to be applicable for the ensuing year shall be determined by the Board of Directors not later than the 31st day of December and if any increase in the Annual Fees is authorized, all members in Good Standing shall be notified on or before the 15th day of January in the year to which the increase is applicable. Initiation fees for new Active Members shall be fixed from year to year by a two-thirds (2/3) vote of the Board of Directors and be effective the 1st day of January of the year applicable.

## **2.6 Payment of Fees and Accounts**

- 2.6.1 All charges and fees and/or assessments shall be due and payable within thirty (30) days after the date on which the invoice is submitted and any member who fails to pay within the thirty (30) days from the date of invoice is subject to interest charges and/or curtailment of Club privileges and/or expulsion from the Club.
- 2.6.2 If a member forfeits his/her membership for failure to pay an indebtedness to the Club, such member shall continue to be liable for all debts incurred and unpaid, including any unpaid balance of charges, fees and/or assessments.
- 2.6.3 Any member, who's account remains in arrears in any amount for more than 30 days, and who has not made arrangements with the Treasurer to the satisfaction of the Board of Directors will be "Posted" on the notice board of the club or such electronic forum as may be adopted by the Board of Directors for such purpose.
- 2.6.4 The Board of Directors may, at its sole discretion, peruse any measures deemed necessary to secure payment from members and former members for any outstanding amounts. This may include, but is not limited to engaging a collection agency, registering security against the personal property of the member or former member, and seeking injunctive relief from an appropriate court.

## **2.7 Change of Membership**

- 2.7.1 Where a member in Good Standing changes membership class from Boating to Associate the annual membership fees will not be pro-rated if the Boating membership fees have been already paid.
- Where a member in Good Standing changes membership class from Associate to Boating, the annual membership fees will be pro-rated.
- Where a member changes membership class from Boating to Associate, there will be no refund of initiation fees. However, the member will not be required pay another initiation fee if he/she transfers back again in the future.
- Where a member resigns from the club that member forfeits all fees and dues to the Club and no refunds are offered or can be claimed. If the member reapplies for membership in the future after resigning, seniority, all dues, initiation fees and probationary period become applicable as would be the same for any new member.

## **2.8 Termination of Membership**

- 2.8.1 A member who desires to resign shall deliver to the Secretary notice in writing of such resignation. Upon receipt of such notice, the resignation shall become effective and the person shall thereupon cease to have and enjoy any of the rights and privileges of the Club.
- 2.8.2 A person who has resigned shall continue to be liable for all debts incurred and unpaid, including any unpaid balance of fees, charges and/or assessments.
- 2.8.3 A member resigning after the first day of March in any year shall be liable for the Annual Fees for the current year.

- 2.8.4 A surviving spouse of an Active Member in Good Standing shall retain the membership and seniority of the deceased spouse. If the deceased held an assigned dock for a specific boat, the surviving spouse shall continue to be allotted that dock for such specific boat.

## **2.9 Expulsion or Suspension of Members**

- 2.9.1 The Board of Directors shall have the power, by a two-thirds (2/3) vote of the Board of Directors, at a meeting called for such purpose, to expel or suspend from membership any member whose conduct, whether on the Club premises or elsewhere, has in the opinion of the Board of Directors, been improper or injurious to the interest or good order of the Club, or who wilfully violates or neglects the observance of any rule or regulation provided by a By-Law or By-Laws or by any order of the Board of Directors
- 2.9.2 No member shall, however, be suspended or expelled for any such offence without first being notified of the offence against such member and given an opportunity to be heard by the Board of Directors at a meeting called for that purpose. Such notice shall be deemed sufficient if it is mailed to the member's place of address as shown on the records of the Club by registered mail at least seven (7) days prior to such meeting.
- 2.9.3 When a member is expelled from membership, the fees for the class of membership to which the member has been admitted shall be pro-rated over the year and the unexpired portion of the year's fees shall be returned to such member, less any debt owing by such member to the Club. The expelled member shall not be entitled to the return of the member's initiation fee unless expulsion is during the member's probationary period, in which case the initiation fee will be refunded in full.
- 2.9.4 A member who is expelled from membership shall cease to have and enjoy any of the rights and privileges of the Club from the date upon which the Board of Directors shall take such action, and shall forfeit the member's dock and must remove the member's boat, if applicable, within the time specified by the Board of Directors. Said member shall not be entitled to enter Club property under any circumstances, unless authorized by the Board of Directors.
- 2.9.5 A member who is suspended shall not be permitted to have and enjoy any of the rights and privileges of the Club from the date upon which the Secretary on behalf of the Board of Directors mails the member notice of the member's suspension until the date of reinstatement expressed in such notice.

## **3 BOARD OF DIRECTORS**

### **3.1 General**

- 3.1.1 The affairs of the Club shall be controlled and managed by a Board of eight (8) Directors, hereinafter called "The Executive", who must be Senior Members in Good Standing to be comprised as provided in Part 3, Section 3.2.1. Any Director, at the time of the member's election and throughout the term of the member's office shall be a Senior Member in Good Standing. All Directors, with the exception of Past Commodore, shall be elected by a ballot at the Annual General Meeting of the Club and shall remain in office until the next ensuing Annual Meeting. No person may be a Director who has not been a Senior Member in Good Standing for at least one year, or a shorter period if approved by the Nominating Committee and the Executive.

### **3.2 The Executive**

- 3.2.1 No Member may hold the position of Commodore who has not served as a Director of the Club for at least one (1) full term.

### **3.3 Committees**

- 3.3.1 There shall be a House Committee, Grounds Committee, Docking Committee, Membership Committee, Entertainment Committee, Marketing Committee and Financial Committee.
- 3.3.2 With the exception of the nominating committee, as defined in section 3.4.5, No member of the Board of Directors may be a Committee Chair.

### **3.4 Duties of Directors**

- 3.4.1 The Commodore, or in the Commodore's absence, the Vice Commodore and, in the Vice Commodore's absence, the Rear Commodore, shall preside at all meetings of the Club and the Board of Directors and perform such other duties as are necessarily incident to the office of Commodore, including overall operation of the Club, its activities and long range planning. If the Commodore, the Vice Commodore and the Rear Commodore are all absent, a Chair shall be chosen from among the members present. Questions raised at meetings of the Club or of the Directors shall be decided by a majority

of votes and, in the case of an equality of votes, the Commodore only, in addition to the Commodore's original vote, shall have a second or deciding vote. The Commodore shall be an ex officio member of all Committees. The commodore shall provide direct supervision to the Club Manager.

- 3.4.2 The Vice Commodore shall be responsible for the operation and upkeep of the Clubhouse and adjacent patios including all areas covered by the club liquor license and an area extending 5 meters around the clubhouse. The Vice Commodore shall co-ordinate the activities of the House Committee and provide direction to the Club Manager.
- 3.4.3 The Rear Commodore shall be responsible for the overall operation of the docks and grounds including the dock office and washrooms, storage shed, and parking lots. They shall also be responsible for the arranging for haul-out and launching of boats. The Rear Commodore shall co-ordinate the activities of the Docking Committee and Grounds Committee and shall provide direction to the Club Manager.
- 3.4.4 The Fleet Captain shall be responsible for the overall water activities of the Club and shall be responsible for the arranging of dates and general programming of water-related events amongst our Club members and with other Clubs. The Fleet Captain will also be the Club Safety Officer or will appoint one for the term of his/her office. The Safety Officer shall be responsible for all safety programs of the Club and safety in all other activities, including haul-out and launch. The Fleet Captain is also responsible for Sail Past and Commodore's Ball functions as well as Regalia.
- 3.4.5 The Past Commodore shall be Chair of the Nominating Committee and shall perform those duties as described herein as well as other duties that may be assigned to the Past Commodore by the Commodore. The Past Commodore shall also be a member of the Finance Committee.
- 3.4.6 The Treasurer shall be the custodian of the funds of the Club which shall be deposited to its credit in a Canadian chartered bank. All withdrawals there from shall be by cheque or by electronic means and signed/approved by either the Commodore or Treasurer, together with either the Vice Commodore or the Rear Commodore. The Treasurer shall collect the fees of the members and keep a correct account of all monies belonging to the Club and report monthly to the Board of Directors.
- 3.4.7 The Secretary shall keep and have charge of the Minute Book of the Club, keep the list of members and docking seniority list. The Secretary shall post and give notice as directed by the Board of Directors and conduct the correspondence of the Club. The Secretary shall co-ordinate activities of the Membership Committee. The Secretary is also responsible for the New Members function.
- 3.4.8 The Director of Entertainment shall be responsible for co-ordinating the activities of the Entertainment Committee.

### **3.5 Duties of Committees**

- 3.5.1 The House Committee shall be responsible for the maintenance and upkeep of the Clubhouse inside and out and shall also be responsible for all maintenance activities relating to the Clubhouse properties. The Committee shall at all times co-ordinate their activities with the Vice Commodore.
- 3.5.2 The Docking Committee shall be responsible for haul-out and launching procedures and all other docking activities, including maintenance and upkeep of the docks and related equipment. The committee shall provide advice to the Rear Commodore on placement of boats. The Committee shall at all times co-ordinate their activities with the Rear Commodore.
- 3.5.3 The Grounds Committee shall be responsible for the maintenance and upkeep of the grounds and related equipment. The Committee shall at all times co-ordinate their activities with the Rear Commodore and the Vice Commodore where their activities relate to the area managed by them.
- 3.5.4 The Finance Committee shall advise the Board of Directors on capital expenditures and work with the Treasurer and the Club's appointed Accountants on the financial position of the Club. The Finance Chair will report to the Executive.
- 3.5.5 The Membership Committee shall interview all new applicants for membership, including the follow-up interview at the completion of the one year probationary period. The Membership Committee will report to the Club Secretary on the results of such interviews.
- 3.5.6 The Entertainment Committee shall be responsible for social activities of the Club on Club premises and for developing an annual calendar of events for approval by the board. The Committee shall at all times co-ordinate their activities with the Director of Entertainment.
- 3.5.7 The Nominating Committee shall be responsible to develop a slate of acceptable candidates from within the membership for the board positions to be presented to the membership for their consideration at the Annual General Meeting. The committee shall at all times co-ordinate their activities with the Past Commodore.
- 3.5.8 The Fleet Committee shall be responsible for coordinating the joint activities of the fleet. This includes organizing club cruises, organizing the commodore ball and organizing the annual sail past. The committee shall at all times co-ordinate their activities with the Fleet Captain.

### **3.6 Powers**

- 3.6.1 The Board of Directors of the Club shall administer the affairs of the Club in all things and may make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into. Save as hereinafter provided, the Board of Directors generally may exercise all such other powers and all such other acts and things as the Club is by its Charter or otherwise authorized to exercise and do.
- 3.6.2 Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange option land, buildings, other securities and/or other property, moveable or immoveable, real or personal, and upon such terms and conditions as they may deem advisable. However, they shall not make any conveyances or mortgages of the real property of the Club, or enter into any contract or contracts involving any expenditure in excess of \$10,000.00 on any one entire project. Phased projects, excluding the aforementioned limits, must have membership approval.
- 3.6.3 The Board of Directors may invest in the name of Oakville Power Boat Club any surplus funds in the securities to which Trustees are empowered by law to invest funds at interest.
- 3.6.4 The management of the Club shall be vested entirely in the Board of Directors and no member or group of members or any Director shall have authority to act on behalf of the Club unless so authorized by the Board of Directors. The Board of Directors shall prescribe such rules and regulations governing the affairs of the Club, as, in their judgment and in accordance with the Charter and By-Laws, may from time to time be deemed necessary. They shall have power to request the members of the Club to form Committees and to delegate to them such powers and duties as they may deem advisable. The Board of Directors shall retain the right to appoint one of the membership to be a member of such Committee
- 3.6.5 The Board of Directors will approve or reject applications for membership in the Club. No reason need be given for rejecting applications.

### **3.7 Remuneration of Directors**

- 3.7.1 The Directors shall receive no remuneration for acting in their capacity as Directors. They are, however, to be reimbursed for any out of pocket expenses they incur on behalf of the Club in accordance with administration of the Club affairs.
- 3.7.2 All Directors of the Club are held harmless and indemnified by the Club for any and all liabilities which may accrue in consequence of the responsible execution of their duties of office. The Club must maintain Officers / Directors insurance for the protection of the Board of Directors.

### **3.8 Nomination and Election of Directors and Officers**

- 3.8.1 A Nominating Committee shall be appointed by the Board of Directors by August 1st each year and shall be comprised of the Past Commodore, who shall act as Chair, and at least two (2) other Boating Members. This Committee shall be responsible for identifying potential candidates for board positions and generating interest among boating members in participating on the Board of Directors. The committee shall post a board on which members who are being nominated for a position can make their intention to stand known to the membership. The board shall be posted in the clubhouse, or other such electronic forum as may be adopted by the Board of Directors for such purpose. This Committee shall be responsible for informing the Secretary of the slate of candidates running for office at least thirty (30) days before the Annual Meeting.
- 3.8.2 Notice of the Annual Meeting with a pro-forma form of nomination paper shall be mailed or emailed by the Secretary to each member entitled to vote at such meetings at least twenty-eight (28) days before the date of the meeting. Such notice shall specify:
- 3.8.2.1 The number of Directors and Officers to be elected.
- 3.8.2.2 The names of those nominated for office by the Nominating Committee and the offices for which they are nominated.
- 3.8.2.3 The date by which nomination papers must be returned to the Secretary and in no case less than fourteen (14) days before the Annual Meeting.
- 3.8.3 All such nominations for Directors or Officers must be moved and seconded by Senior Members in Good Standing and record the consent of the nominee to act if elected. All nominees must be Senior Members in Good Standing. All such nominations will be presented to the Secretary before the close of nominations.
- 3.8.4 The complete slate of nominations shall be mailed or emailed to all members entitled to vote at least ten (10) days before the Annual Meeting.
- 3.8.5 If at the Annual Meeting less than the full number of Directors and / or Officers have been nominated, or if any of the positions have only one nominee, the members present and entitled to vote may make additional nominations in writing



and signed by the nominee during the hour before the meeting's scheduled commencement. No nominations at this time will be accepted from standing nominees as of the close of regular nominations and all such nominations will be posted by the Secretary as received.

3.8.6 No member may stand for election for more than one office.

### **3.9 Vacancies, Board of Directors**

3.9.1 Vacancies on the Board of Directors, however caused, except as in clause 3.10 may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Club, if they shall see fit to do so otherwise, such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

### **3.10 Removal**

3.10.1 The members of the Club may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notices specifying the intention as well as the cause of proposing such resolution has been given at least seven (7) days prior to the meeting to all members eligible to vote, remove any Director or Directors before the expiration of the Director's term of office and may, by a majority of the votes cast at that meeting, elect a person or persons in the Director's stead for the remainder of their term.

### **3.11 Meetings - Board of Directors**

3.11.1 The Board of Directors shall meet for the transaction of business at least once each month and, in addition, such other meetings as may be called by the Commodore or, in the Commodore's absence, the Vice Commodore or Rear Commodore.

3.11.2 A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be deemed necessary if all the Directors are present, or, if those absent have signified their consent to the meeting being held in their absence.

3.11.3 Board of Directors' meetings may be formally called by the Commodore, Vice Commodore or Rear Commodore, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be communicated to each Director not less than two (2) days before the meeting is to take place. The statement of the Secretary, the Commodore or Vice Commodore that notice has been given pursuant to this By-Law will be sufficient and conclusive evidence of the giving of such notice.

3.11.4 The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. Of such regular meetings, no notice need be sent. A Directors' meeting may also be held without notice immediately following the Annual Meeting of the Club. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors. The meetings shall be open to any member of the Club in Good Standing. The Board of Directors may, however, provided two-thirds (2/3) of the Board of Directors are in favour, request a closed session.

3.11.5 No error or omission in such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any and all proceedings taken at such meeting. If a Director does not approve of any or all proceedings at that meeting, and by agreement by the Commodore, it may be re-tabled for another vote.

### **3.12 Voting at Directors' Meetings**

3.12.1 Unless otherwise provided for by these By-Laws, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.

3.12.2 In case of an equality of votes, the Commodore (as provided for in section 3.4.1) may cast a second deciding vote, otherwise the motion will be deemed to have been defeated.

3.12.3 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken in the usual way by assent or dissent.

3.12.4 A declaration by the Chair that a Resolution has been carried and an entry to that effect in the Minute Book shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such Resolution.

### **3.13 Committees**

- 3.13.1 Within thirty (30) days after each Annual Meeting each Director shall present to the Board of Directors for approval a Chairman and Committee members for the ensuing year.
- 3.13.2 Each Committee shall meet promptly after its appointment in order to submit, through their respective Director, a program, budget and committee rules for the coming season for approval by the Board of Directors not later than its December meeting. The budget proposed by the said Committees and accepted by the Board of Directors shall not be exceeded without the specific approval of the Board of Directors. No Committee shall have the power to incur any expenditure on behalf of the Club until such expenditure has been approved by the Board of Directors. Other Committees formed after December will also submit programs and budgets as per above.

## **4 MEETINGS**

### **4.1 Annual and Special Meetings of Membership**

- 4.1.1 The Annual or any General Meeting of the members shall be held at the Club or elsewhere in the Town of Oakville as the Board of Directors may determine and on such date as the Board of Directors shall appoint, provided however that the Annual Meeting shall be held not later than the last day in the month of October in each year. In addition, a General Meeting of the members shall be called not later than May 1st in each year.
- 4.1.2 At every Annual Meeting, in addition to any other business that may be transacted, the agenda shall include:
  - 4.1.2.1 The Commodore's Report
  - 4.1.2.2 Directors and Committee Reports.
  - 4.1.2.3 The Treasurer's Report
  - 4.1.2.6 The election of Directors.
  - 4.1.2.7 Any New Business
- 4.1.3 At every Spring General Meeting, in addition to any other business that may be transacted, the agenda shall include:
  - 4.1.3.1 The Commodore's Report
  - 4.1.3.2 Directors and Committee Reports
  - 4.1.3.3 The Treasurer's Report
  - 4.1.3.4 The adoption of the Audited Financial Statement
  - 4.1.3.5 The appointment of Auditors.
  - 4.1.3.6 The adoption of the annual club budget.
  - 4.1.3.7 Any New Business
- 4.1.4 The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. However, no Resolutions or Motions may be passed or voted upon if that Resolution or Motion is in direct conflict with the By-Laws or the sole jurisdiction of the Board of Directors. The Board of Directors or the Commodore or at least ten (10) Boating Members who shall all be in Good Standing and who have signified their wish in writing to the Secretary, shall have the power to call at any time a General Meeting of the members of the Club. No public notice or advertisement of members' meetings, Annual or General, is required, but notice of the time and place of every such meeting shall be mailed or e-mailed to each member fifteen (15) days before the date fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if seventy-five percent (75%) of the Boating Members are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the Club at an Annual or General Meeting may transact.

### **4.2 Error or Omission in Notice**

- 4.2.1 No error or omission in giving notice of an Annual or General Meeting or any adjourned meeting, whether Annual or General, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director, or Officer for any meeting or otherwise, the e-mail address or mailing address of any member, Director or Officer shall be the member, Director or Officer's last e-mail address as recorded in the Books of the Club.

### **4.3 Quorum**

- 4.3.1 A Quorum for the transaction of business at any meeting of the Club shall consist of one-third (1/3) of the members with voting privileges present in person. If at any meeting of the Club a Quorum is not present within thirty (30) minutes after the time set forth in the notice for such meeting, the Chair shall adjourn the meeting for one week and the Quorum shall then be those voting members present

#### **4.4 Adjournments**

- 4.4.1 Any meetings of the Club or of the Board of Directors may be adjourned to any time and from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which any such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no Quorum is present.

#### **4.5 Voting**

- 4.5.1 Subject to the provisions, if any, contained in the Letters Patent of the Club, each Boating Member of the Club shall at all meetings of members be entitled to one vote and the Boating Member may vote by proxy if the member is not in attendance. No Boating Member shall be entitled, either in person or by proxy, to vote at meetings of the Club unless the member is in Good Standing.

### **5 FINANCIAL**

#### **5.1 Surplus Funds**

- 5.1.1 The Club is operated solely for pleasure, recreation or other non-profitable purposes, and therefore, the income of the Club and any surplus thereof, shall be used only for promoting the objects of the Club as aforesaid and no income, or surplus funds, accruing to the Club, shall be disbursed to the members or shall otherwise inure to the benefit of any member of the Club. With the exception of payment for work performed by a member approved by a Board Member, no reductions, gifts, special favours, discounts, or any other such benefits shall be given to any member of the Club.

#### **5.2 Fiscal Year End**

- 5.2.1 The fiscal year of the Club shall end on the thirty-first (31st) day of October in each year.

#### **5.3 Appointment of Auditors**

- 5.3.1 There shall be appointed by resolution of the members at the Spring General Meeting a qualified auditor (or auditors) who shall examine and audit the books and accounts of the Club and report thereon to the members. At the end of the Club's fiscal year the Auditors shall prepare a financial statement, certified to show accurately the financial position of the Club. These statements shall be mailed to the Boating Members of record and shall be presented for approval by the membership at the Annual Meeting. The Auditors shall hold office until the next Spring General Meeting. If, for any reason, the Auditors are unable to continue, the Board of Directors shall forthwith appoint a successor who shall act until the next Annual Meeting and the voting membership shall ratify the appointees or appoint new ones.

#### **5.4 Reserved Funds**

- 5.4.1 An amount of \$10,000 shall be included in the Club budget annually to be used for revetment if required and major Club and property repairs. If it is not spent in the current year it will be accumulated annually. The status of the reserve fund will be reported at the Annual General Meeting.

#### **5.5 Insurance**

- 5.5.1 The Board of Directors shall ensure that the Club carries on an annual basis the required General Insurance coverage as deemed appropriate with the Club's insurance broker.

### **6 DOCKING POLICY**

#### **6.1 General**

- 6.1.1 Docks are owned and/or managed by the club are assigned each year to specific members for the accommodation of specific non-commercially operated power boats. A member applying for a dock must be the registered owner, as defined in section 2.2.6, of the boat in the application. No member may dock any other boat in the space assigned to that member without the prior consent of the Rear Commodore. Docks are assigned from May 1st to October 31st each year, or as determined by the Board of Directors. The following regulations are intended to ensure the best use of dock facilities

available for the benefit of all Club members. The docks are owned and/or managed by the Club and when applying for the use of a dock, a member agrees to be governed by these bylaws and the Docking Rules as published from time to time by the Board of Directors.

## **6.2 Application for a Dock**

6.2.1 A member wishing to dock that member's boat must submit a docking application to the Rear Commodore as directed by the Board of Directors. The Rear Commodore will allocate specific docks to specific boats according to the member's priority of entitlement to a dock and the acceptability of the boat to be docked as determined by Articles 6.4 and 6.5

## **6.3 Application for a Dock - First Time**

6.3.1 A Boating Member wishing to dock a specific boat for the first time must submit copies of proof of insurance and the vessel registration along with a completed docking application to the Rear Commodore. Approval of this application by the Rear Commodore will depend upon three factors:

6.3.1.1 Availability of a suitable dock

6.3.1.2 The member's seniority and priority of entitlement to a dock

6.3.1.3 The acceptability of the boat to be docked

6.3.2 The regulations affecting these three factors are set out in Sections 6.4, 6.5 and 6.6. The acceptability of the boat will be determined by the Rear Commodore in consultation with the Docking Committee.

## **6.4 Boating Members' Priority of Entitlement to Use Docks**

6.4.1 Members who held an assigned dock at the end of the previous docking season as set out in Article 6.1.1 have first priority to the same dock in the succeeding year, provided the members have the same boat or one of an acceptable size for that dock.

6.4.2 If any dock does become available, it shall be posted on the Club bulletin board, or other such electronic forum as may be adopted by the Board of Directors for such purpose, for a period of ten (10) days and will be assigned in accordance with Section 6.6. If not assigned, said dock shall be added to the posted inventory of available docks.

6.4.3 Any member who wishes to change docks to an inventory dock may do so provided:

6.4.3.1 The member informs the Rear Commodore of their desire in writing by means of a docking application.

6.4.3.2 The dock is compatible with the size of the member's boat.

6.4.4 Any docking grievance must be made in writing to the Board of Directors, who have the final decision in the allotment of docks, in compliance of the By-Laws.

6.4.5 It is recognized that circumstances may exist which result in a member being allotted a dock before the member has actually taken possession of the boat the member wishes to dock. Under these circumstances, the member may temporarily leave the dock empty or, with the Rear Commodore's consent, dock a boat that the member owns other than the one covered in the member's application provided it complies with 6.4.3.2. Either of these temporary situations may exist only during the docking season for which the original application was made.

6.4.6 If the situation in 6.4.5 above exists until the end of a docking season and in the succeeding year the member has not docked the boat described in the member's docking application in the member's allotted dock by June 1st, a full refund of the docking fee for the second year will be made to the member and his/her docking allocation for the year will be cancelled.

6.4.7 The docks are for the exclusive use of Boating Members and registered boating visitors. In no circumstances will docks be allotted to anyone, other than those stated above.

6.4.8 In no case, will members be allowed to have more than one boat in the Club at any one time without the express written approval of the Rear Commodore in advance of bringing an additional boat to the club. The member will pay the then current itinerant docking fees for the entire duration that any such approved additional boat is in the club. If appropriate slips are available, the Rear Commodore may allocate an additional slip to a boating member by having the member pay annual docking and dredging fees for the second boat.

6.4.9 Maximum length overall of any boat docked at the Club will be sixty feet (60-ft.) (L.O.A.) and beam shall not exceed fifteen feet (15ft.). Minimum length overall of any boat docked at the Club will be fifteen feet (15-ft.) (L.O.A.). Any vessel less than 15ft L.O.A will be deemed to be a dingy / tender.

## **6.5 Acceptability of Boats to be docked**

- 6.5.1 All boats shall be maintained in good condition, securely moored, reflect pride of ownership, and be a credit to the Oakville Power Boat Club and its members. At all times, boats are to be maintained in good running order.
- 6.5.2 No boat will be docked with the exterior structure in an unfinished or deteriorated state.
- 6.5.3 All applicants for docking space must present, with their application, evidence of having Public Liability and Property Damage Insurance on their boats, in the amount of at least \$2,000,000 valid for the full year including winter storage. Yearly thereafter each Boating Member is responsible for providing proof of insurance on date of renewal
- 6.5.5 Docks will only be allotted to houseboats if they are self-propelled, full-hulled and comply with article 6.
- 6.5.6 No commercial use may be made of any docking space, nor of any boat while in the dock. Vessels who's primary purpose is the support of a commercial enterprise (including but not limited to boating and fishing charters, SCUBA diving, marine services, etc.) may not be kept at the club, even when not being used for such commercial purposes. This does not limit members from having vessels owned by a corporation as defined in section 2.2.5 c, provided the business of such a corporation does not primarily rely on the vessel to be docked at the club.
- 6.5.7 All boats must either be registered by name or licence number and must be clearly identified by name. All boats must fly the Club Burgee on the boat's bow in good condition and should also, when entering and leaving port, fly the Canadian flag in good condition.
- 6.5.8 All tenders must be stowed away after use so as not to interfere with other boaters, or proper use of docks. They may not be left unattended at other docks unless a specific dock is posted as being available for this purpose by the Rear Commodore. When available, members and guests may use this dock by registering the tender with the Gas dock attendant, and do so at their own risk. The club assumes no responsibility for loss or theft whatsoever and reserves the right to charge an additional fee for such storage. They must be operated within Club waters so as not to cause interference with or annoyance to other boaters. They must be operated safely and carry proper regulation safety equipment as required by law.
- 6.5.9 Boat speed when on Sixteen Mile Creek shall be dead slow - no wake.
- 6.5.10 All boats operating from the Club must carry all safety related equipment as required by law

## **6.6 Waiting List**

- 6.6.1 When all docks have been assigned in accordance with Section 6.4.1 and 6.4.2, a waiting list will be created by the Rear Commodore and posted.
- 6.6.2 When a waiting list exists, existing boating members will be given priority over new members and slips will be assigned based on seniority and appropriate use of docks,
- 6.6.3 New boating members will be assigned docks based on date of their application for membership and appropriate use of docks.

## **6.7 Relinquishment of Docks**

- 6.7.1 If a member has been assigned a dock for the year and wishes to relinquish it prior to July 1st, they may apply in writing to the Rear Commodore prior to this date for a fifty percent (50%) refund of the fee paid. This refund will be paid if the dock can be reassigned. There will be no entitlement as described in Section 6.4.1. No refund of fees will be made for docks relinquished after July 1st.
- 6.7.2 Docking fees are based on a full year, although they may be split-billed. If a member relinquishes their dock for whatever reason and does not pay the full year's fee for that dock there will be no entitlement as described in Section 6.4.1.
- 6.7.3 Sale of Boats: If a member sells their boat during the boating season they must inform the Rear Commodore in writing within seven (7) days of their intentions of keeping their dock or relinquishing it. Failure to inform the Rear Commodore will result in loss of their dock and they must reapply for docking.
- 6.7.4 Annual docking fees provide boating members with access to their assigned slip from the date of launch to the date of haul out as well as winter storage of their boat from the date of haul out until the next launch.
- 6.7.5 Any member selling their boat prior to haul out must ensure that the boat is removed from the club within 7 days and in any event, prior to the commencement of haul out. Boats that have been sold prior to haul out will not be hauled out unless the new owner has been approved for boating membership in accordance with these by laws.

- 6.7.6 Boats that are sold after the date of haul out may finish the winter storage period at no additional cost to the previous or new owner provided a) the new owner provides sufficient evidence of insurance meeting the expectations in section 6.5.3 of these bylaws and b) the previous owner has fully paid their account with the club. Otherwise, the new owner will be billed for winter storage at 50% of the annual docking fees then in effect. The boat must be removed from the club immediately following its launch unless the new owner has been approved for boating membership in accordance with these bylaws.

## **7 AMENDMENT OF BY-LAW**

- 7.1 Amendments of these By-Laws may be made at a General Meeting by the affirmative vote of at least two-thirds (2/3) of the voting members present or represented by proxy, provided the proposed amendment is embodied in the notice calling the meeting at which the amendment is to be considered.
- 7.2 The Board of Directors shall have the power to call special meetings from time to time for the purpose of amending these Bylaws, in cases where it be deemed advisable to amend the same during the course of the year, by mailing Notices to this effect to the members at least fifteen (15) days prior to the meeting.
- 7.3 The Notice of any meeting at which any amendments to these Bylaws is to be considered shall state the nature of such amendment.