

CONSTITUTION & BYLAWS

- 1.) The name of the Society is “Snake Bay Sailing Club”.
- 2.) The purpose of the Society shall be:
 - A. To manage and develop a facility or facilities for sailboats and other non-motor-powered craft, and related activities in the Sechelt area.
 - B. To promote, conduct and direct programs for:
 1. recreational sailing and boating with main emphasis on youth and family participation ,
 2. sail and other boat training and instruction,
 3. seamanship, safety and maintenance,
 4. boat storage,
 5. sailboat racing and competition,
 6. camaraderie.
 - C. To work cooperatively with other community groups, agencies and organizations (private, public and professional) having similar objectives of the Society.
 - D. To contract with the District of Sechelt, the Regional District and the Sunshine Heights Owner and Residents Association and any other organization, public or private, for the use and management of facilities to meet the objectives of the Society.
 - E. To be a registered not for profit Society in accordance to current laws.
- 3.) The operations of the Society are to be primarily carried on in the District of Sechelt in the Province of British Columbia. This provision is alterable.

- 4.) Upon winding up or dissolution of the Society, the assets which remain after the payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.

BY-LAWS

By-law I. Membership

- I.1) The Society shall have four classes of membership as follows; Active, Family, Honorary and Passive.
- I.2) Active membership; Any person over the age of sixteen (16) agreeing to and participating in the aims and objectives of the Society can become an active member of the Society upon payment of such annual membership fee as may from time to time be determined by the board of Directors.
- I.3) Family memberships shall be established to include parents or guardians, and their children under the age of sixteen (16) years. The annual fee for Family membership shall be fixed by the Board of Directors from time to time. In the case of Family Memberships the parents or guardians shall be entitled to all the rights and privileges of active members including the right to vote.
- I.4) Honorary members; Any person who has made an outstanding contribution to the welfare of the Society or the objectives may be elected to honorary membership on recommendation of the Board of Directors. Such recommendations shall be made at the annual general meeting. Honorary members are freed from membership fees and shall be entitled to all privileges of membership except those of voting or holding office.
- I.5) Passive members are members who have an interest in the society, would like to receive newsletters and are invited to any group function but do not wish to participate in the day to day business. The annual fee will be \$ 20.- for the first year of incorporation and thereafter be fixed by the Board of Directors from time to time. Passive members are not entitled to vote or hold office.
- I.6) The subscribers shall be deemed active members of the Society until the first annual general meeting.
- I.7) A member is deemed to be of good standing when membership fees are paid in full and there are no outstanding issues with the society.
- I.8) Every active member is expected to perform 16 hours of volunteer work per calendar year for the benefit of the Society. Should these hours not be honored a monetary contribution in the amount determined by the Board of Directors shall be requested.
- I.9) Every member is responsible for the safe use of the equipment. No member shall use any equipment of the society that he/she deems unsafe or missing mandatory safety accessories. The Society cannot be made liable.
- I.10) Children under the age of fourteen (14) are not allowed to use club equipment without adult supervision.
- I.11) No member under the age of sixteen (16) shall venture on the water on their own.
- I.12) A log book located at the storage facility shall record in minimum Date, Time of day, Time used, Name of member & guest, Boat number for every outing. Failure to record two (2) times in a row or to a maximum of three (3) nonconsecutive times per year will result in automatic suspension of the membership until next Board of Directors meeting.
- I.13) The Board of Directors of the Society shall have the power, by vote of three-fourths of those present at a duly convened meeting, to expel or suspend any member when the conduct of such member shall be considered by the Board of Directors of the Society to be improper, unbecoming or likely to endanger the welfare, interest or character of the Society, or when such member willfully commits a breach of the By-laws or rules of the Society.

No such member shall be expelled or suspended without first having been notified of the charges and then given opportunity to be heard by the Board of Directors of the Society at a meeting to be called for the purpose; such notification shall be sufficient if mailed to the member's usual place of address by registered mail at least five (5) days prior to the meeting.

If the member so desires, the decision of the Board of Directors of the Society may be appealed at the next annual general meeting of the Society, held after the date of expulsion; the decision of this meeting to be final, but until such appeal has been allowed such person shall no longer be a member of the Society.

- I.14) That other Clubs, Fleets and co-op's shall have the right to provide non-commercial sail and other boat training and instruction to members of good standing of their own club, fleet or co-op at the Societies location, subject to the Society Board approval.

By-Law II. Governing Body

- II.1) That the governing body of the Society shall be the board of Directors consisting of not less than 5 nor more than 7 members of the Society which number shall be determined at each annual general meeting at which directors are to be elected.
- II.2) The subscribers shall serve as the Board of Directors of the Society until the first annual general meeting and until that time will have power to accept members pursuant to sections (I.1) through (I.6) of By-Law I.
- II.3) At the Annual General Meeting of the Society in the year 2007 the members present shall elect 5 Directors to serve for 1 year and the balance of Directors to serve for 2 years. In subsequent Annual General Meetings, Directors shall be elected by the members present for two (2) year terms to fill the positions which become vacant. Directors shall hold office unless removed by resolution at a duly convened meeting of the Directors by a vote of not less than three quarters (3/4) of those present for which notice of such proposed resolution was given.
- II.4) That each year the directors shall establish a date for the close of nominations for the election of directors, and shall, at least 6 weeks before that date:
- a) Appoint a Nominations Committee, consisting of three members of the SBSC, for that election.
 - b) Notify all members of the Society, in a manner determined by the directors, that an election of directors is to take place, specifying the number of positions to be filled, inviting names of nominees to be submitted to the Nominations Committee and specifying the date for the close of nominations, which shall be, in any event, no less than two weeks prior to that Annual General Meeting.
- II.5) That the day prior to the Annual General Meeting, the membership list of the Society shall be closed, and only those members in good standing as of the close of business of the Society on such date shall be eligible to cast ballots in the election of directors.
- II.6) The Board of Directors shall elect the officers of the Society from their members at the first board meeting following the annual general meeting who shall hold office unless removed by resolution at a duly convened meeting of the directors by a vote of not less than three-quarters of those present and voting for which notice of such resolution was given.

- II.7) A vacancy occurring on the Board of Directors shall be filled by the directors for the unexpired term of the vacating director.
- II.8) Four (4) members of the Board of Directors shall constitute a quorum.
- II.9) The Board of Directors shall meet at such times as are necessary for the conduct of the business of the Society and at least six times a year. Written notice of such meeting shall be sent to each director not less than seven days prior to the date set for such meetings. Acceptable written forms are also via e-mail or fax.
 - a) The date of written notice shall be determined as being the same as the postmark, sent date of e-mail or date/time stamp for fax.
- II.10) If any member of the Board of Directors is absent for more than three (3) of the meetings of the Board he may be asked to resign his place on the Board by a resolution of the Board.
- II.11) In accordance with the non-profit service to the community philosophy of the Society, Directors, or any financial venture with which they are associated, shall not receive from the Society, any salary, or financial or non-monetary benefit, except for the reimbursement of out of pocket expenses incurred while conducting necessary Society business.
- II.12) That no Directors shall move, second, or vote on any motion which concerns his or her financial interest.
- II.13) That Directors shall declare any possible conflict of interest during the discussion of any motion.

By-Law III. Officers

- III.1) The officers of the Society shall be a president, a vice-president, a secretary and a treasurer and they shall constitute the executive committee of the Society.
- III.2) The president shall preside at all meetings of the Board of Directors of the Society and shall call special meetings of the Board of Directors whenever he/she deems it necessary or upon the written request of four (4) members of the Board of Directors.
- III.3) The vice-president shall perform the duties of president in the event of his absence, resignation or inability to perform his duties. In the absence of both the president and vice president, the Board shall nominate and elect a chairman protem.
- III.4) The secretary shall maintain and have charge of all records and minutes of the Society and of all committees thereof under the direction of the Board of Directors.
- III.5) The treasurer shall be custodian of all funds of the Society. He/she shall keep accounts of all sums of money received and expended by the Society and of the assets and liabilities of the Society. He/she shall have custody of all books pertaining to the funds of the Society, and such records and books are to be kept at the head office of the Society. All funds of the Society are to be deposited in a chartered bank.

By-Law IV. Committees

- IV.1) The Board of Directors shall appoint such committees as may be necessary to fulfill the aims and objects of the Society. The chairman of such committees may be required to attend and to report at the meetings of the Board of Directors.

By-Law V. Meeting of Members

- V.1) General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- V.2) Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- V.3) The directors may, when they think fit, convene an extraordinary general meeting.
 - a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- V.4) The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least every calendar year and not more than 15 months after holding of the last preceding annual general meeting.

By-Law VI. Proceedings at General Meetings

- VI.1) General meetings of the members of the Society, other than the annual general meetings, may be called on such day, time and place as may be determined by the Board of Directors. Notice in writing, stating the business to be put before the membership, shall be sent to all members of the Society in good standing, not less than fourteen (14) days prior to the date set for the general meeting.
- VI.2) Special business is
 - a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of financial statement;
 - (iii) the report of directors;
 - (iv) the report of the auditor; if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- VI.3) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

- VI.4) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- VI.5) A quorum is 3 members present or a greater number as may be determined by in a general meeting.
- VI.6) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- VI.7) Subject to bylaw VI.8, the president of the society, the vice president or, in absence of both, one of the other directors present, must preside as chair of a general meeting.
- VI.8) If at a general meeting
 - a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all the other directors present unwilling to act as the chair, the members present must choose one of their number to be the chair.
- VI.9) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjournment meeting other than business left unfinished at the meeting from which the adjournment took place.
- VI.10) When a meeting is adjourned for 10 days or more, notice of adjourned meeting must be given as in the case of the original meeting.
- VI.11) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- VI.12) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- VI.13) In case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- VI.14) A member in good standing present at the meeting of members is entitled to one vote.
- VI.15) Voting is by show of hands.
- VI.16) Voting by proxy is not permitted.

By-Law VII. Rules of Order

- VII.1) Robert's Rules of Order will prevail at all meetings of the Society.

By-Law VIII. Accounts

- VIII.1) The accounts of the Society shall be audited at the end of the fiscal year by a qualified auditor or auditors who is/are not directors or officers of the Society.
- VIII.2) The auditor may attend general meetings.
- VIII.3) All cheques of the Society must be signed by any two of the following officers: President, Vice-president, Secretary, or Treasurer.

By-Law IX. Records

IX.1) Any person may inspect the books and records of this Society at any time upon previous arrangement with the Secretary.

By-Law X. Banking

X.1) The Society may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures but in no case shall debentures be issued without the sanction of a resolution of the Society passed by two-thirds of the members present and voting at a general meeting.

By-Law XI. Contracts

XI.1) The Board of Directors may, subject to the provisions of these by-laws and the Societies Act, contract with any organization (public or private) or individual in order to carry out the aims and objects of the Society.

By-Law XII. Fiscal Year

XII.1) The fiscal year shall be from the first day of February to the last day of January in the succeeding year.

By-Law XIII. Appointment of Auditors

XIII.1) At the annual general meeting of the members of the Society an auditor or auditors shall be appointed subject to the provisions of By-law IX Section 1 to hold office until the next annual general meeting of the Society.

By-Law XIV. Amendments to Constitution and/or By-Laws

XIV.1) No amendments shall be made to this Constitution or these By-laws unless by a notice of the proposed amendment which shall be duly entered in the minutes of a meeting of the Board of Directors and a copy thereof sent to every member of the Society in good standing giving date, time and place of the annual general meeting at which the proposed amendment shall come up for discussion not less than fourteen (14) days prior to the date set for the annual general meeting. A majority of three-fourths of those present is required for the adoption of an amendment to the Constitution or By-laws.

DATED the _____ 1st _____ day of ___ February ___ 2006.

WITNESS(ES):	APPLICANTS FOR INCORPORATION
Hugh Monroe 6184 Lookout Lane Sechelt BC, V0N 3A5	Martin Bruecker 6198 Lookout Lane Sechelt BC, V0N 3A5
	Michelle Bruecker 6198 Lookout Lane Sechelt BC, V0N 3A5
	Jeannette Gibbons 4879 Sunshine Coast Hwy Sechelt BC, V0N 3A1
	Jason Herz 6116 Harbour Way Sechelt BC, V0N 3A5
	Martin Prestage 1261 Roberts Creek Road Roberts Creek BC, V0N 2W2