

Constitution and Bylaws

Port Dover, Ontario

January 2008

Includes 2007 AGM motions

CONSTITUTION 2007

1. PREAMBLE

(1) Whereas the Port Dover Yacht Club, incorporated March Twenty-third (23), 1946, of the former Town of Port Dover, now in Norfolk County in the Province of Ontario; hereinafter referred to as the Club, has obtained a charter from the Province of Ontario constituting it a body corporate and politic with all the rights and powers granted by the Charter and for the following purposes.

2. PURPOSE

- (1) To encourage the sport of yachting, and to promote the science of seamanship and navigation.
- (2) To administer and maintain a suitable clubhouse and docking facilities for the recreational use of the members of the club.
- (3) To engage in, to provide facilities, and to provide equipment for any other sport or pastime usual to a yachting club as may be decided upon by its members.
- (4) To sell or dispose of land or property for the benefit of the members of the club.
- (5) To do all such other things as are incidental or conducive to the attainment of these objects.

BYLAWS

1. MEMBERSHIP:

(1) Members:

- (a) Membership in the club shall consist of male and female members and their families by association. Children under 19 years to be considered family members.
- (b) Both spousal members shall be named in the membership listing. Both spousal members shall have the right and privilege of voting. (However, only one shall vote on any particular question.) *Rev. 1998*
- (c) Should one spouse pass away, the surviving spouse shall retain membership in the Club and this membership shall remain intact, complete with all acquired seniorities. *Rev. 1998*
- (d) In the event of a marriage breakup, the spousal member by association may, upon written application to the Board of Directors, apply for membership. Acceptance shall be at the discretion of the Board of Directors. The applicant shall pay a full initiation free and full membership dues.
- (e) The family of a member, being a member by association, is permitted to participate in the functions enjoyed by members, upon payment of any required fee for that function.
- (f) The word "**Member**" in the Constitution and Bylaws refers to **Full** and not Associate Members unless so specified. *New 2001*
- (g) The number of members, exclusive of life members, be limited to 160. *New 2006*

(2) Associate Members:

1994

- (a) Associate membership shall consist of male and female Associate Members and their families by association. The spouse and children of Associate Members under 19 years of age are to be considered family members.
- (b) Associate Members shall not have the power of voting.
- (c) Associate Members shall not acquire membership seniority.
- (d) Associate Members shall not be entitled to reciprocal dockage privileges at other yacht clubs. This shall be indicated on membership cards if they are supplied.
- (e) The number of Associate Members will be limited to 75. *New 2001*
- (f) The Associate Member shall have full use of the facilities of the Club including the use of the mast hoist and overnight docking privileges at the club upon payment of the prescribed fees. Guests of an Associate Member must be accompanied by the Associate Member at all times while on Club property. *Rev. 2001*
- (g) The Associate Member, any family of an Associate Member and any guests of an Associate Member are permitted to participate in the functions enjoyed by Members upon payment of any required fee for that function.
- (h) One spousal Associate Member shall be named to the membership listing. Upon written application to the Board of Directors the Associate Membership may be transferred to the other spouse.
- (i) Should one spouse pass away, the surviving spouse has the privilege of changing the Associate Membership to his or her name upon written application to the Board of Directors.
- (j) In the event of a marriage breakup, the spousal Associate Member by association may, upon written application to the Board of Directors, apply for Associate Membership. Acceptance shall be at the discretion of the Board of Directors. The applicant shall pay a full Associate Membership fee.
- (k) International Associate Memberships are available. The number of said memberships to be outside of the current limit of 75. (per (e) above) *New 2004*

2. ADMISSION

- (1) To be admitted as either a Member or an Associate Member the candidate must demonstrate an interest in yachting. *Rev. 1999*
- (2) An application for Membership or Associate Membership shall be made on the form approved by the Board of Directors. It shall be signed by a proposer and a seconder, both of whom shall be members in good standing. It shall be accompanied by an entry fee, which is composed of the current dues and initiation fee. *Rev. 1994*
- (3) Should an Associate Member make application to become a Member, the candidate shall receive credit for 50% of his or her Associate Membership dues towards the initiation fee for admission as a Member based on continuous Associate Membership immediately prior to the application for Full Membership. In no case shall such a candidate receive credit for more than 50% of the current initiation fee. *Rev. 2003*
- (4) An application shall be posted on the Club notice board during the normal operations of the clubhouse for fourteen (14) days before being vote upon by the Board of Directors. Off season posting shall be via the Club Newsletter. The Board of Directors shall not vote on the application until thirty (30) days from the date of the Newsletter has lapsed. (see 2 (5))
- (5) Members or Associate Members who are in good standing may change from an Associate Member to a Full Member or Vice-versa without the requirement of being posted. The Board of Directors shall vote on the application at its next scheduled meeting. *New 2003*
- (6) It shall be the duty of any member to communicate to the Membership Director, any information the member may possess, favourable or unfavourable, regarding the candidate.
- (7) If the majority of the members present at a duly constituted meeting of the Board of Directors are in favour, the candidate's application shall be declared approved, and membership seniority is established as of that date. Where more than one application is approved at meeting, the Directors shall list the membership seniority in order of the dates the applications were received by the Membership Chairman. *Rev. 2003*
- (8) If the application is rejected by the Board of Directors, the candidate shall be promptly notified and the entry fee returned.

3. DUES – ASSESSMENTS – FEES & REINSTATEMENTS

A. DUES and FEES

1. All dues and fees for initiation, Membership, Associate Membership, Dockage and Winter Storage shall be set at an Annual General Meeting for the following year. *Rev. 1999*
2. Membership and Associate Membership dues and dockage fees must be paid on or before February 1st. *Rev. 1999*
3. Winter storage fees must be paid by December 1st following the A.G.M. for the current storage period. *Rev. 1999*
4. After March 1st in any year, a member or associate member in arrears for any dues, fees or assessments (if applicable), shall automatically be suspended. *Rev. 2002*

B. ASSESSMENTS

- (1) Assessments shall be imposed only for special projects and shall be removed when the project is complete and paid for.
- (2) Assessments to be levied shall require a two-thirds (2/3) majority vote of the members present and voting at an Annual General Meeting or a Special General Meeting called for that purpose.

C. REINSTATEMENTS

- (1) Any member may be reinstated, after suspension, by the Board of Directors.
- (2) A member, or associate member so suspended, to be reinstated shall pay in addition to all outstanding dues, fees and assessments, one-half (1/2) of the current dues. *Rev. 2002*
- (3) Members who have resigned in good standing, to be reinstated, shall be eligible for membership upon submitting an application for membership form, together with payment of dues for the current year and one-half (1/2) of the current initiation fee. Associate members who have resigned in good standing, to be reinstated shall be eligible for Associate membership upon submitting an application form together with the payment of dues for the current year. The Board shall vote on the application at its next scheduled meeting. *New 2003*

4. LIFE MEMBERS

- (1) A Life Member is one whom the Board of Directors may by unanimous vote so elect, in recognition of important or distinguished service rendered to the Club, or, who may be elected by a two-thirds (2/3) vote of the members of the Club present at an Annual General Meeting. Life Members shall be entitled to all the privileges of the Club and shall be exempted from all membership dues.

5. ELIGIBILITY TO VOTE

- (1) A member shall be considered in good standing and eligible to vote on all Club matters if the member's dues, fees and assessments have been paid, or the member is not under suspension
- (2) A member may vote by proxy. Such proxy shall be a member in good standing, but before voting shall produce and deposit with the secretary sufficient appointment in writing. *Rev. 1998*
The number of proxies that a member brings to a meeting shall be limited to three, beginning in the year 2006. *Rev. 2005*
- (3) The Chairman of the meeting shall only have a vote in the case of a tie vote.

6. LIMIT

- (1) The membership of the Club shall be limited in number to the capacity of the Club facilities at the discretion of the Board of Directors.

7. DISCIPLINE

- (1) Members are bound by the Constitution, Bylaws and Rules of the Club.
- (2) Any member or members having a complaint against another member or members of an infraction of any By-law or Rule, or for conduct injurious to the welfare of the Club, may report the same, in writing, to the Board of Directors. Such report shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board of Directors shall be held as soon as practicable but not later than thirty (30) days after receiving such complaint to investigate the same. For such meeting, the complainant or complainants and the member or members complained thereof shall receive at least five (5) days notice, and may be heard with their witnesses. The statements and evidence shall be reduced to writing and filed with the Secretary. The Board of Directors shall have the powers to suspend or expel a member thus complained of, or impose other penalties. The decision of the Board of Directors shall be mailed to the complainant or complainants and to the member complained of. An appeal from the decision of the Board of Directors may be taken to the membership of the Club within five (5) days thereafter, by serving upon the Commodore a written notice of appeal. A special General Meeting of the general membership of the Club shall thereupon be called for the consideration of the case, and two-thirds (2/3) vote of the members present shall be necessary to reverse the action of the Board of Directors.
- (3) A member who is suspended shall not enjoy any of the privileges of the Club or participate in its activities.

8. RESIGNATION

- (1) A resignation, death or forfeiture of membership for any cause, shall operate as an assignment, and release to the Board of Directors as trustee of the Club, all the rights, title and interests of such member in and to the property and assets of the Club.

9. DOCKAGE

10. BOARD OF DIRECTORS

- (1) The affairs of the Club shall be managed by a Board of Eleven (11) Directors, consisting of Five (5) Flag Officers; namely, Commodore, Immediate Past Commodore, Vice-Commodore, Rear Commodore, and Fleet Captain, who shall rank in order named, and Six (6) Directors. These together shall form the Board of Directors.

11. ELIGIBILITY FOR DIRECTORS

- (1) A member in good standing is eligible to hold office on the Board of Directors as a Director or Flag Officer.
Exception: To be elected to the position of Commodore the member must have been on the Board of Directors for one full year. *Rev. 1999*

12. ELECTION OF DIRECTORS

- (1) The Board members shall be elected by the Club members at an Annual General Meeting and shall hold office for one (1) year or until qualified successors are elected or appointed. The whole Board shall be elected at each Annual General Meeting.
- (2) Any Officer or Director shall be eligible for re-election if qualified.
- (3) The Immediate Past Commodore shall be, ex officio, a member of the Board of Directors.
- (4) Any Board member may, at any time for cause, be removed from office at a Special General Meeting called for that purpose, and another elected in that member's stead. A member so elected shall hold office until the next Annual General Meeting.

13. VOTING FOR DIRECTORS

- (1) All voting for Board members shall be by secret ballot.
- (2) The Commodore shall appoint Two (2) scrutineers to distribute, collect and count the ballots.
- (3) When a vote by ballot results in a tie vote, a second (2) vote shall be taken immediately and thereafter if a tie vote remains, a maximum of Three (3) votes shall be taken. If at the end of the Four (4) extra votes the tie still remains unbroken, the Commodore shall cast the deciding vote.

14. VACANCIES – BOARD OF DIRECTORS

- (1) The office of a member of the Board of Directors shall become vacant if the member is absent from Three (3) consecutive regular meetings of the Board without being authorized to do so by a resolution of the Board and entered in its minutes.
- (2) If the Office of Commodore becomes vacant, the Vice-Commodore shall fill that office for the remainder of the term.
- (3) If the Office of any other Flag Officer becomes vacant, it may be filled by a Board member, who is so qualified, for the remainder of the term.
- (4) If the Office of any other Board member becomes vacant, it may be filled from the General Membership for the remainder of the term.
- (5) As long as a quorum of Directors remains in office, vacancies on the Board may be filled, by a majority vote or the remaining Directors. Otherwise a Special General Meeting shall be called within Thirty (30) days of the occurrence to fill such vacancy.

15. APPOINTMENT – AUDITOR

- (1) An Auditor, (or Auditors) shall be appointed at the Annual General Meeting. If the position becomes vacant during the term of office the Board of Directors shall appoint a new auditor. *Rev. 2000*

16. RESPONSIBILITIES AND DUTIES – BOARD DIRECTORS AND AUDITOR(S)

- (1) The well being of the Club and the management of its property shall be vested in the Board of Directors for the benefit and enjoyment of the members.
- (2) The Board of Directors shall not contract any debt exceeding Ten Thousand Dollars (\$10,000.00) unless approved by the members at an Annual General Meeting or Special General Meeting called for that purpose. *Rev. 2001*

(3)

DUTIES**A.****The Commodore shall:**

- Call and reside at all General, Board of Directors and Nomination Meetings.
- Call a General Meeting whenever so requested in writing by Ten (10) or more members.
- Be responsible for the enforcement of the Constitution and Bylaws of the Club.
- Call a meeting of the Board of Directors immediately following an Annual General Meeting for the purpose of electing, from the Directors, a Secretary, and Treasurer.
- Have authority to co-sign cheques with the Treasurer or Vice-Commodore.
- Sign the minutes of General, Directors, and Nomination Meetings.
- Be a signing officer of the Club.
- Be an ex officio member of all committees of the Club.
- Have authority to co-sign all legal documents with the Treasurer.
- Generally supervise the affairs of the Club subject to the authority of the Board of Directors.

B.**The Immediate Past Commodore shall:**

- Advise the Board of all matters brought before it, when so required.
- Sit as a member of the Nominating Committee.
- Sit as a member of the Permanent Advisory Board.

C.**The Vice-Commodore shall:**

- Assist the Commodore in the discharge of the duties of that office.
- Officiate when the Commodore is absent.
- Be responsible for the Bar, Bar Steward, supplies, permits, and general supervision of the bar in accordance with the terms and conditions of the current liquor license.
- Have authority to co-sign cheques with the Commodore or Treasurer.

D.**The Rear Commodore shall:**

- Assist the Commodore and Vice-Commodore in the discharge of their duties.
- Officiate in their absence.
- Assign and supervise the mooring and/or docking of all vessels made fast to the Club premises.
- Assign and supervise the winter storage of vessels on the Club premises.
- Cause the collection and accounting of all mooring, docking, and winter storage fees to be made.
- Be known as the "Dock Master".

E.**The Fleet Captain shall:**

- Assist the Commodore and Vice-Commodore and the Rear Commodore in the discharge of their duties.
- Officiate in their absence.
- Be in charge of all social activities.

F.**The Secretary shall:**

- Keep the minutes of all the General and Directors Meetings.
- Receive and conduct the correspondence of the Club under the direction of the Board of Directors.
- Keep, file and be responsible for all records, reports and communications connected with the affairs of the Club.
- Prepare an agenda in consultation with the Commodore and distribute when required.
- Prepare minutes and distribute when required.

G.**The Treasurer shall:**

- Oversee and care for the collection and disbursement of all Club revenues.
- Cause true accounts to be kept of the assets and liabilities of the Club.
- Cause true accounts to be kept of the sums of money received and expended by the Club.
- Deposit all monies and other valuable effects in the name of and to the credit of the Club with such banks as may be designated from time to time by the Board.
- Be responsible for the safe keeping of the Club Seal.
- Pay all accounts under the direction of the Board.
- Have authority to co-sign cheques with the Commodore or Vice-Commodore.
- Furnish to the Board of Directors at regular meetings thereof or whenever required a statement of the Club bank balance and a full account of all transactions.
- Cause wage records of all Club employees to be kept.
- Be responsible for the payment of wages.
- Place before the membership at a General Meeting a proposed budget for the upcoming year.
- Place before the membership at a General Meeting an audited statement of income and expenditures of the Club for the past year.

H.**The Directors shall:**

- With the Flag and other Officers constitute a Board or Management, and shall generally direct the affairs of the Club.
- Be appointed as those persons responsible for the following functions;

House:

- Repair and maintenance of the Clubhouse, furnishings and equipment and supplies, with the exception of those areas and equipment identified in the duties of Vice-Commodore and such other duties as may be assigned by the Board.

Grounds:

- Repair and maintenance of lawns, walkways, parking lots, driveways, gardens, shrubs, trees, outside water, lighting, and electrical services, fences, gates, sports equipment, flags and poles, accessory building, outside furnishings, docks, and moorings, and such other duties as may be assigned by the Board.

Membership:

- Keep a current list of members and addresses, and shall cause invoices to be sent demanding dues and entry fees when required, and shall inquire into the desirability and character of applicants for membership, and so report to the Board, and such other duties as may be assigned by the Board.

Sailing Coordinator:

- Act as a liaison person between the Club and the Race Division, for the purpose of coordinating the Race Division's mandate to promote sailboat racing, and such other duties as may be assigned by the Board.

I. The Auditors shall:

- Submit to the Annual General Meeting a statement of the accounts and records of the Club, including a balance sheet and financial statement and shall cause a copy to be made to all Club Members.

17. COMMITTEES

The Board may appoint such committees, as it may from time to time consider advisable.

18. POWERS OF COMMITTEES

Committees shall have power only to make recommendations to the Board, or to the members at a General Meeting.

19. MEMBERSHIP ON COMMITTEES

Membership of the committees shall be appointed by, and hold office at, the pleasure of the Board. Such committees shall consist of at least Three (3) members, of which One (1) shall be a Director of the Board, through whom the committee shall act.

20. REPORTS OF THE COMMITTEES

Each committee shall submit to the Board such reports as the Board may request.

21. NOMINATING COMMITTEE

Notwithstanding By-law 17, a standing committee known as the Nominating Committee shall be formed, with the current Commodore and the Four (4) Immediate Past Commodores sitting as members. The Commodore shall be the Chairman of the committee. It shall be the committee's duty to seek out qualified Club members who are willing to let their names stand for the position in the Notice of Meeting for the Annual General Meeting.

22. PERMANENT ADVISORY BOARD

Notwithstanding By-law 17, a Permanent Advisory Board shall be formed as a Standing Board and shall consist of the Four (4) Immediate Past Commodores. The duties of the Advisory Board shall be to submit recommendations on all matters referred to them by the Board of Directors. Such recommendations shall be in writing and submitted as soon as is practical.

23. RACE DIVISION

Notwithstanding By-law 17, a standing division to be known as the Race Division shall be recognized. The Race Division shall have and Executive Committee consisting of a Chairman, Secretary, Treasurer and at least Two (2) Members. One of the executive shall be the Sailing Coordinator of the Club. It shall be his / her duty to organize and promote sailboat racing. The Race Division shall collect its own membership dues and shall be responsible for its own expenses and equipment. The Race Division shall submit the annual schedule of events each year to be approved by the Board of Directors of the Club to implementation.

24. FIRST MATE'S SECTION

Notwithstanding By-law 17, a standing section to be known as the First Mate's Section shall be recognized. The First Mate's Section shall have and Executive Committee consisting of a President, Immediate Past President, when applicable, Vice-President, Secretary, Treasurer and a maximum of Six (6) other Members. One of the Executive shall be the mate's section representative to the Club's Board of Directors. It shall be the First Mate's Section's role to assist the Board of Directors in the operation of the Club.

Rev. 2004

25. GENERAL**A. Fiscal Year**

- (1) The fiscal year shall be from January 1 to December 31 each year.
- (2) The Treasurer shall present to the Annual General Meeting a statement of income and expenditures for the period January 1 to as close a date to the AGM as possible, in any case no later than the last day of the preceding month.
- (3) A statement of income and expenditures for the fiscal year immediately ended shall be available to members after the Club opening each spring.
- (4) The fiscal period shall be from 1 October, 1993 to 31 December, 1994. All subsequent fiscal periods shall conform to article 25A (1).

Rev. 1993

B. Revisions

Any part or parts of this Constitution and Bylaws may be amended, repealed, or any additions made thereto at any properly constituted General Meeting by a Two-thirds (2/3) majority vote of the members present.

C. Member's and Associate Member's Privileges and Obligations

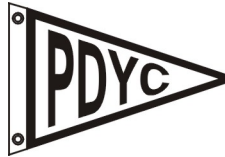
- (1) In this Bylaw, the word member, member's or members will refer to Full and Associate members. *Rev. 2002*
- (2) This Constitution and Bylaws shall be made available to the members and associate members in the manner determined by the Board of Directors so that every member may become familiar with them.

- (3) The Club shall have a lien for all berthage and / or yard storage fees upon the vessel and all other goods and chattels of any member, stored, or being upon the Club premises. This lien shall be enforced and collected in the manner provided by the Repair and Storage Liens Act.
- (4) Each member shall operate a vessel in or about the Club area at the member's own risk. In the event that the member shall enlist or be offered assistance of or by the Club's employees, of other members, the member agrees that during the period of such assistance, the said persons shall be the member's unpaid employees or agents and deemed to be under the member's own sole direction and controls, and likewise with regard to the use of any Club equipment.
- (5) Members may introduce guests and extend to them Club privileges, in accordance with the conditions set forth in the Club Bylaws and Rules.
- (6) Each member shall notify the Secretary in writing of any change of address.
- (7) Each member of the Club who brings a vessel, motor vehicle, person, chattels, guests or otherwise upon the Club premises, water area or docks, does so at the member's own risk, as to fire, theft, accident, collision, or otherwise, and a member of the Club specifically waives any liability or responsibility by the Club, to the member or member's family, friends, crew or visitors. Each member shall accept the conditions of the Club's premises, building, grounds, walks, docks, vessels and other facilities as is, thereby the member wholly saves harmless and indemnifies the Club, its directors, committees, servants, employees, agents and any other person for whom the Club may be legally responsible, of and from all liability for any loss or damage whatsoever.

D. Club Colours – Flags (Burgee) and Pennants

The Club Colours: shall be blue and white.

The Club Burgee: shall be triangular in shape with blue border and P.D.Y.C. letters in the centre of a white field.



Flag Officer's Pennants: shall be rectangular in shape, width to be two-thirds (2/3) of length.

Commodore: the device shall be a white fouled anchor encircled by thirteen (13) five (5) pointed stars in the centre of a blue field.

Past Commodore: the device shall be a white fouled anchor and three (3) five (5) pointed stars in the centre of a blue field.

Vice-Commodore: the device shall be a white fouled anchor encircled by thirteen (13) five (5) pointed stars in the centre of a red field.

Rear Commodore: the device shall be a red fouled anchor encircled by thirteen (13) five (5) pointed stars in the centre of a white field.

Fleet Captain: the device shall be a blue fouled anchor in the centre of a white field.



E. Twenty-five year membership recognition

There shall be a 25 year membership recognition Pin presented to those members so qualified, each year.

26. MEETINGS

A. Procedure at Meetings

- (1) That meetings of the Port Dover Yacht Club be conducted with regard to Parliamentary Procedure. (Based on Robert's Rules of Order) Rev. 1994

B. Nomination Committee Meeting

- (1) There shall be held each year in the month of August a Nomination Committee meeting for the purpose of receiving nominations for Four (4) Flag Officers, Six (6) Directors, and recommendations for the Auditor(s) to be appointed.
- (2) The Commodore shall give "Notice of Meeting" Fifteen (15) days prior to the meeting.
- (3) Order of Business of the Nominating Meeting
 - Call meeting to order
 - Roll call
 - Reading of communications
 - Consideration of nominations
 - Adjournment

C. Annual Meeting

- (1) There shall be held at the Club each year during the period from October, Fifteenth (15) to November, Fifteenth (15), an Annual General Meeting of members for the purpose of receiving and considering the reports from the Board of Directors, Auditor(s) and Nominating Committee. The membership at this meeting shall elect by ballot, if necessary, the members of the Board of Directors for the next ensuing year, appoint the Auditor(s) and vote on such motions as have had proper notice given, and such other business as may be properly brought forward.
- (2) Any member may nominate a member to hold office as specified in "Eligibility for Directors" provided that Three (3) members have signed the nomination. The nomination shall be delivered to the Club Secretary a minimum of Five (5) days prior to the General Meeting for the election of the Board of Directors.
- (3) A quorum for the transaction of business at any General Meeting of members shall be twenty per cent (20%) of the membership in good standing and eligible to vote.
- (4) The membership shall be notified at least Thirty (30) days prior to the General Meeting that notices of motions are to be filed with the Club Secretary at least Twenty (20) days before the date of the meeting.
- (5) The notice calling the Annual General Meeting shall be accompanied by a copy of all notice of motions, resolutions, and a list of all candidates proposed by the nominating committee.
- (6) The notice of this meeting shall be sent to each member by ordinary or electronic mail to the last address on the membership roll, at least Fifteen (15) days before the date of the meeting. *Rev. 1999*

(7) Order of Business of the Annual General Meeting

- Calling meeting to order
- Roll Call of members to confirm the quorum
- Approval of the agenda
- Welcome to new members and any guests
- Reading of the minutes of the previous Annual General Meeting and approval
- Business arising out of the minutes
- Communications
- Reports from the Board of Directors
- Auditor's report
- Motions for which notices have been given and voting on said motions
- Business from members (for which notice has been given)
- Election of the Board of Directors
- Appointment of Auditor(s)
- Other business
- Adjournment

D. Special Meeting

- (1) A Special General Meeting of the members may be called at any time. The call for a meeting may come from the Board of Directors, the Commodore, or on the petition in writing of any Ten (10) members in good standing to the Secretary. The Commodore shall, within Five (5) days of the call for a meeting, cause notices calling for such meeting to be sent to each member by ordinary or electronic mail to the members last address at least Fifteen (15) days before the date of the meeting and shall state the date, place and purpose of the meeting. *Rev. 1999*
- (2) A quorum for the transaction of business at any Special General Meeting of members shall be twenty per cent (20%) of the membership in good standing and eligible to vote.
- (3) Order of Business of the Special General Meeting
 - Calling meeting to order
 - Roll Call of members to confirm the quorum
 - Reading of notice calling the meeting
 - Considering and voting upon the subjects for which the Special Meeting is called
 - Adjournment

E. Board of Directors Meeting

- (1) The Board of Directors Meeting shall be held at the Club or elsewhere within the Province of Ontario as the Board, by resolution, shall appoint. They shall meet at least once a month in the current year for the purpose of conducting Club business. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent sign a waiver of notice consenting to a meeting being held in their absence.
- (2) A Special Board Meeting may be held at any time at the call of the Chair, the Vice-Commodore or by any Two (2) Directors, or by the Secretary on the direction of any of the foregoing. Notice of such a meeting shall be delivered by ordinary mail, telephone or other means of communication to each Director, not less than Two (2) days before the proposed meeting is to take place. A written declaration signed by the Commodore or by the Secretary that notice has been given in accordance with this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (3) A meeting of the Board of Directors shall be held, without notice, immediately following the Annual General Meeting.
- (4) A quorum at the Board of Directors Meeting shall consist of at least Six (6) members of the Board of Directors to transact business.

(5) Order of Business at Director's Meeting

- Call to order
- Roll Call
- Approval of minutes
- Business arising from the minutes
- Director's Reports
- Flag Officer's Reports
- First Mates Liaison
- New Business
- Adjournment

27. RULES AND REGULATIONS(1) Entering the Premises

Members when entering the Club premises shall show their membership cards or otherwise identify themselves when requested.

(2) Private Property

Members shall not use the private property belonging to other members without their permission. All private property left in the Clubhouse or on the Club property shall be at the owner's risk. No member's private property shall be left in the Clubhouse or on the Club property from November 15th to April 15th without the approval of the Board of Directors. Member's private property means the accessories of boating and does not mean a vessel for which dockage has been assigned. *Rev. 1998*

(3) Club Property

Members or Associate members shall not remove any Club property from the Club property without permission of the Board of Directors. When property is thus removed, Members or Associate members removing same shall post a list of the articles removed, together with their name and date, upon the bulletin board and a copy of the said list to the Club Secretary. *Rev. 1999*

(4) Private Parties

Members or Associate members desiring the use of the Clubhouse for private parties shall apply to the Board of Directors for permission stating the nature of the party, the number of people, and services expected and the date desired. A clean-up deposit and rental fee is required, payment of which shall be made in full prior to the event. The Member(s) or Associate member(s) shall be responsible for setting up, clean up and any damages as a result of the event. The Board of Directors shall set fees and deposits. Amended Oct. 2006, No Clubhouse rentals permitted on Friday nights. *Rev. 2006*

(5) Swimming or Fishing

There shall be no swimming from the docks or from the Club property.

(6) Guests of Vessel Owners

Vessel owners must register all guests and crews passing through the Clubhouse or premises and such owners shall be held responsible for their guests and crews.

(7) Attire

Proper attire, including shoes, must be worn at all times in the Clubhouse. No bathing suits are to be worn inside the Clubhouse. *Rev. 1998*

(8) Children

Children are not permitted in the kitchen, or to play roughly or romp in the Clubhouse, to play tag, run, romp on the docks at any time. Persons under Nineteen (19) years of age must be accompanied by parents or guardians to be admitted to the licensed areas of the Clubhouse.

(9) Pets

Pets will not be allowed in the Clubhouse at any time and must be on a leash when on Club property and all animal waste shall be cleaned up by the pet owners.

(10) Visiting Vessels

All visiting vessels, including vessels of P.D.Y.C. Members and Associate members, must be registered upon arrival at the Clubhouse. Only visiting P.D.Y.C. Members, Associate members and members of recognized Yacht Clubs shall be allowed the privileges of dock facilities and the Clubhouse.

(11) Winter Storage

Winter storage shall be from the day after the Annual General Meeting to the day before spring clean-up.

(12) Dockage Rules and Regulations

Dockage rules and regulations shall be published annually and circulated. A copy shall be posted on the Club bulletin board. See Appendix "A". Dockage rules and regulations shall be presented by the Board of Directors to the membership at an Annual General Meeting if an amendment is to be considered.

APPENDIX "A" TO BY-LAW 27 (12)
PORT DOVER YACHT CLUB DOCKAGE RUSES AND REGULATIONS

A. DOCKAGE SENIORITY – As amended October, 1996

- (1) The following shall be considered in order for the purpose of determining Dockage Seniority:
First: The number of years of dock rental history up to and including the previous year. If this is equal between members, (see By-law 27 (12) Appendix A, C (11) *New 2003*) then, *Rev. 2003*
Second: The order in which the Dock Master at the time considered the members for their first dockage assignment to either a temporary or assigned dock.
Third: If the order of dockage assignment cannot be determined, it shall be assumed that a member with an earlier date or membership seniority was considered for dockage assignment before a member with less membership seniority, and therefore the senior member has more dockage seniority. *Rev. 2005*
- (2) Dockage Seniority shall be the primary consideration in the assignment of available docks. Dockage Seniority shall not be used to displace other members with less dockage seniority from their assigned slips.
- (3) Any seniority for dockage is based on continuous membership.
- (4) Members, without Dockage Seniority who are applying for dockage, qualify by date of membership seniority.
- (5) Application for dockage and transfer of assigned dockage must be made in writing each year to the Dock Master. All such applications received by the Dock Master before the specified deadline shall be considered equally.
- (6) Each year when the dock assignments are completed, the Dock Master will submit the revised Dockage Seniority list to the Board of Directors for scrutiny and ratification. The scrutiny will examine all changes from the previous list and verify the membership seniority of newcomers in accordance with By-law 2, Para. 6. The Dockage Seniority list will be then ratified by the Board of Directors, signed and dated by the Dock Master and posted. *New 2002*
- (7) Fees for dockage not received by March 1st shall result in loss of assigned dockage. *Rev. 1994*
- (8) New applications for assigned dockage and requests for transfer of assigned dockage must be received by the Dock Master by February First (1). *Rev. 1994*
- (9) Should a member refuse adequate assigned dockage, the member must re-apply in writing to reinstate his or her seniority.
- (10) Members and spousal members shall not be assigned a second dock. *New 2003*

B. PARTNERSHIPS

- (1) Lease and Partnership agreements must be submitted to the Dock Master before a dock is assigned. *Rev. 2004*
- (2) All Partners in the ownership of the vessel must be Members of the Club.
- (3) Dockage seniority will accrue only to the Member who was assigned the dock originally.
- (4) When a Partnership is dissolved the dockage seniority remains with the member who originally applied for the dock. The other partner(s) must apply for dockage in compliance with "Dockage Rules and Regulations, Section A" *Rev. 1999*

C. GENERAL DOCKAGE RULES

- (1) Upon approval by the Board of Directors, it is permissible for a member to release for a period of One (1) year, with the maximum of One (1) in Five (5) years, that member's assigned dockage without loss of seniority. Request with reasons i.e.: sickness, trading vessel, damage, etc. for release of dockage shall be given in writing, and be acceptable to the Board of Directors prior to the deadline for dockage renewal.
- (2) Should it prove beneficial to the Club membership and Club operation in general, the Board of Directors shall direct the Dock Master to arrange transfer of dockage of any vessel to a more appropriate size dock.
- (3) The Owner is totally responsible for the proper mooring of that person's vessel at all times.
- (4) No vessel accessories, which impede safe walking passage, are to be left on the Club grounds or docks.
- (5) Dinghies or small vessels shall not be stored on Club grounds except in area provided on the far end of the island. All dinghies and small vessels are to be stored in the dinghy storage rack.
- (6) Club members may not alter or adjust dock facilities without the permission of the Board of Directors.
- (7) Dockage is not transferable between members without the Board of Directors approval.
- (8) If the Dock Master is requested by members to allow them to exchange slips on a temporary basis, he must first offer the slips in question to other Member(s), in order of seniority, who have requested a change in dockage. If Members with more seniority decline the offer of the slip(s) the Dock Master shall approve the request. *Rev. 1999*
- (9) Where it is known by the Dock Master that a slip which has been assigned to a member will be unoccupied for a period of time, and then the Dock Master may offer the use of that slip for that specific period of time, which is less than one season, to members in the following order: *Rev. 2003*
 First: In order of dockage seniority, to members with assigned slips who have applied for transfer.
 Second: In order of membership seniority to members who applied for but did not obtain slips. No further seniority will accrue from this arrangement. The member will be charged dockage determined on a pro rata basis with the season being from Club opening to Club closing.
- (10) Members may not reserve their docks when their vessels are absent from the Club.
- (11) Members may give up their dock and retain their accumulated dockage seniority to that date: no further dockage seniority will be accumulated until the Member applies for and is assigned another dock. *New 2003*

- (12) Notwithstanding By-law 27 (12) Appendix A (C) 1, any docking member who does not use their assigned dock for a period of Three (3) consecutive seasons, loses that dock and it reverts back to the Club, to be reassigned the following season. The member keeps their dockage seniority as long as they retain their membership and will be assigned another dock, according to their seniority when they return. (Remaining clauses to be renumbered from 13 to 21). *New 2004 Rev. 2005*
- (13) In the absence, overnight, of a member's vessel, the dockage reverts to the Club for temporary rental.
- (14) All sailing vessel owners must take reasonable measures to prevent halyards from slapping against the mast.
- (15) Any member of the Board of Directors may request removal of any vessel from the Club's dockage areas which is considered a hazard to other vessels, or where owners fail to abide by any Club dockage rules.
- (16) A P.D.Y.C. member, an Associate member or a member of another club, staying overnight, will pay the regular guest dockage fees.
- (17) Notwithstanding By-law 27 Appendix A (C) 16, Full members of the Club who do not have assigned dockage at the Club shall be entitled to Three (3) nights per year of guest dockage accommodation at the Club without charge. *Rev. 2004*
- (18) Members may not cover their dock with carpet, unless it is of the green outdoor type.
- (19) Dockage facilities will be available to Docking Members during the dockage season.
- (20) (Any docking member requiring or utilizing a 30 amp outlet will be assessed \$40.00 per outlet per season.) Rescinded Oct. 2006 and dockage fees are increased \$40.00 per outlet per season. *Rev. 2006*
- (21) Dock boxes purchased by the club members for use on Club property must be white, blue and white, in colour with maximum dimensions of 2 feet deep, 4 feet long and 3 feet high. *New 2001*

APPENDIX "B"
CONSTITUTION AND BY-LAWS PORT DOVER YACHT CLUB
POLICES

The following are the content of motions, which have been endorsed at Annual General Meetings or Special General Meetings, but are to be considered as policy statements and are not amendments to the Constitution and By-laws.

- 1993*
1. That a membership seniority list be posted annually in the Clubhouse in order of month and year of joining the PDYC. *1994*
2. That the year 1995 be considered the Fiftieth Anniversary of the formation of the Port Dover Yacht Club.
3. That annual fees for an Associate Member shall be \$100.00 and there shall be no initiation Fee for an Associate Member.
4. Fees for dockage for the 1996 season shall be as follows:
- | | |
|-------------------------|--|
| Slips 1 – 44 inclusive | \$24.00 per foot of slip width. |
| Slips 45 – 60 inclusive | \$10.00 per linear foot based on the overall length of the boat. |
| Slips 61 – 63 inclusive | \$ 8.75 per linear foot base on the overall length of the boat. |
| Slips 64 – 66 inclusive | \$21.00 per foot of slip width. |

Island Sea Wall

1996

5. That the Port Dover Yacht Club enter into contract with Subterra Waterloo Inc. of Kitchener, Ontario, for the construction of the works known as "Project C" in their tender as submitted on January 17th 1996 at approximate contract value of \$128,684.78 as well as investigating remedial work for "Project A" at a cost not to exceed \$10,000.
6. The Port Dover Yacht Club engage G. Douglas Vallee Limited to complete engineering services as per their letter of November 23, 1995, at an amount not to exceed \$5000.00.
7. That the Directors of the Port Dover Yacht Club be authorized to borrow funds, not to exceed \$150,000.00 and be authorized to pledge such security as necessary to borrow such funds for 1996.
8. That the Port Dover Yacht Club apportion the approved special assessments against full memberships and dockage such that the special assessment against dockage shall be 50% of each individual's membership dues and 25% of each individual's dockage dues.
9. That the Port Dover Yacht Club should stop allowing the Lighthouse Theatre use of our Club for summer bus tours. *1997*
10. In the 1998 boating season of the Port Dover Yacht Club, maintain its membership with the Canadian Yachting Association and the Ontario Sailing Association, and that the Port Dover Yacht Club pay membership dues to these organizations based on a membership of 25. Approximate cost \$350.00. *1998*
11. That the Board of Directors be authorized to sell or otherwise dispose of the club's existing dock boxes, and that in the future, the members be permitted to place their own boxes on the property, provided that the member's box meets a set of standards to be established by the Board and set as policy. *1999*
12. That the Board of Directors be authorized to spend up to \$18,000.00 to affect repairs to the sea wall on the Lagoon.
13. That the levy on Membership and Dockage be extended for one more year.
14. Leo Reise was appointed as Auditor at the Annual General Meetings from 1993 to 1999.
15. That the Board of Directors be authorized to spend up to \$15,000.00 to complete roof repairs on the clubhouse. *2000*

16. That the Port Dover Yacht Club spend up to \$40,000.00 to dredge the whole club property. That the contract be awarded to Black Creek Marine (and) that the Club borrow the funds necessary to complete the dredging and finance the repayment of the loan by a 25% assessment on membership dues and a 50% assessment on dockage. This assessment is to take effect in 2001.
17. John Krestel was appointed as Auditor at the 2000 Annual General Meeting. 2001
18. In accordance with By-law 27 (4) "Private Parties" the fees and deposits are hereby amended as follows: Effective October 21st 2001. Rental fee \$250.00. + Bar Steward \$30.00 per steward. + Kitchen \$35.00.
19. That Hard Top Paving be hired to remove the existing asphalt in the parking lot and repave the lot with 3" of compacted asphalt at a cost not to exceed \$32,000.00.
20. That Black Creek Marine be hired to replace approximately 100 feet of front sea wall and install the conduit necessary for 30 amp outlets and replace the gabion baskets on Coon's Lagoon with a sea wall, at a cost not to exceed \$40,000.00.
21. That the Port Dover Yacht Club borrows the funds required to complete the paving and sea wall projects as required and levy assessments of 25% on membership dues and 50% on dockage dues to repay the loan.
22. That the Port Dover Yacht Club charge visiting boaters \$1.25 / ft / night.
23. That with the exception of the Annual General Meeting the Closing Dinner be the last official PDYC function in any given year.
24. John Krestel was appointed as Auditor at the 2001 Annual General Meeting.
25. That all fees and dues for the year 2002 with the exception of the overnight dockage fees for visitors, remain the same as the 2001 amounts.
26. The following motion was passed at each of the Annual General Meetings; 1996 to 2000 to cover the actions of the Board of Directors in the interval from the preceding AGM.
All acts, contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the last Annual General Meeting, October 21st 2000, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same are hereby approved, ratified and confirmed. 2002
27. That Simpson Electric be hired to supply and install all labour and materials to upgrade the electrical service along the front wall, the back channel and both sides of the island to 30 amps. And that Mike's Plumbing be hired to perform any modifications to the plumbing in those same areas, and also any landscaping that has to be done to those same areas, for the sum of not more than \$22,000.00.
28. That the Port Dover Yacht Club borrows the funds required to complete the electrical and plumbing renovations as required.
29. That the Port Dover Yacht Club levy assessments of 25% on membership dues and 50% on dockage fees to repay the loan for electrical and plumbing grounds projects.
30. Be it resolved that all acts. Contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the date of the last Annual General Meeting, October 21st 2001, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same hereby approved, ratified and confirmed.
31. That all fees and dues for the year 2003 remain the same as the 2002 amounts.
32. That John Krestel be appointed Auditor for the Port Dover Yacht Club for the year 2002. 2003
33. That John Krestel be appointed Auditor for the Port Dover Yacht Club for the year 2003.
34. That all fees and dues for the year 2004 remain the same as the 2003 amounts.
35. That the Port Dover Yacht Club levy an assessment of 25% on membership dues and 25% on dockage fees to pay for the continuation of the dockside utilities upgrade as authorized at the 2002 AGM.
36. Be it resolved that all acts. Contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the date of the last Annual General Meeting, October 21st 2002, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same hereby approved, ratified and confirmed. 2004
37. That the Clubhouse be renovated by enclosing the existing porch, building a new porch along the riverfront, move the bar to the west wall of the Clubhouse, purchase and install new refrigeration equipment as per proposal and drawings, with a total cost of no more than \$100,000.00.
38. That PDYC install 30 amp electrical services on the lagoon property at a cost of no more than \$10,000.00. This project would include having the power supplied from Grand Street.
39. That the fees and dues for the year 2005 remain the same as in 2004.
40. That the Port Dover Yacht Club levy an assessment of 25% on membership dues and 25% on dockage fees to pay for the construction of the dockside utilities upgrade (authorized at the 2002 AGM) and Clubhouse changes, as approved at the 2004 AGM.
41. That the budget for the year 2005 be approved as presented in option E of the 2005 budget.
42. Be it resolved that all acts. Contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the date of the last Annual General Meeting, November 1st 2003, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same hereby approved, ratified and confirmed.
43. That John Krestel be appointed Auditor for the Port Dover Yacht Club for the year 2004.
44. That the Port Dover Yacht Club borrow the funds required to complete the Clubhouse renovations and the Lagoon property utilities upgrade, as approved at the 2004 AGM.

45. That the annual membership dues be increased from \$160.00 to \$200.00 beginning in 2006. 2005
46. That the 25% assessment on all membership dues and dockage fees continue in 2006 to pay for the dockside upgrade and Clubhouse renovations.
47. That Associate Membership dues for 2006 be raised to \$125.00.
48. That a process be put in place such that the Clubhouse is accessible to members and visiting boaters as requested.
49. That the propose budget for the year 2006 be approved as presented.
50. Be it resolved that all acts. Contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the date of the last Annual General Meeting, October 30th 2004, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same hereby approved, ratified and confirmed.
51. That the initiation fees for new members be raised to \$1,000.00.
52. That John Krestel be appointed Auditor for the Port Dover Yacht Club for the year 2005. 2006
53. A Capital Reserve Fund be established to be financed by (a) levying each Member \$10.00 at each membership renewal and (b) transferring to the fund surpluses from the operating account when no outstanding liabilities exist. The upper limit of the fund shall be \$50,000.00 and access to the fund shall be by approval of the Membership at an AGM or at a Special Meeting called for that purpose.
54. That the proposed budget for the year 2007 be approved as presented.
55. Be it resolved that all acts. Contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the date of the last Annual General Meeting, October 29th 2005, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same hereby approved, ratified and confirmed.
56. That the 25% assessment on all membership dues and dockage fees continue in 2007 to pay the outstanding Clubhouse renovations of \$60,000.00.
57. That John Krestel be appointed Auditor for the Port Dover Yacht Club for the fiscal year 2006, and that the Audited Financial Statements be distributed with the notice of the AGM. 2007
58. That a Committee, comprised of the 2008 Commodore, the 2008 Grounds Chair, the 2008 House Chair, and any interested or co-opted volunteers be formed. The purpose of the committee is to attempt to anticipate the necessary repairs and or changes to our facility, and the expected costs, for the next five years. The Committee will submit its report to the 2008 AGM.
59. That each member's and each associate member's 2008 dues be increased from \$10 to a \$25 amount towards the Capital Reserve Fund.
60. That for the purpose of paying down the loan, made necessary by the house improvements, the 25% assessment on membership dues and dockage charges be continued for the year 2008.
61. That the propose budget for 2008 be approved.
62. Be it resolved that all acts. Contracts, proceedings and payments enacted, had done and taken by the Directors and Officers of the Port Dover Yacht Club since the date of the last Annual General Meeting, October 28th 2006, as set out and referred to in the minutes of the meetings of the Board of Directors, be and the same hereby approved, ratified and confirmed.
63. That John Krestel be appointed Auditor for the Port Dover Yacht Club for the fiscal year 2007.