

Newell Sailing Club

BYLAWS

AS FILED WITH THE REGISTRY ON OCTOBER 20, 2023

A. Meetings

1) Annual General Meeting

The Annual General Meeting of the Club shall be held within 3 months after the end of the book year at a time and place designated by the Executive Committee. All meetings may be held in person or virtually (as a Zoom meeting for instance).

The purpose of this AGM will be to receive the reports and statements as required by the Societies Act, to elect a new executive committee, and to deal with any other business that may be properly brought before the meeting.

2) Other Meetings

- a) The Executive shall have the power to call a Special General Meeting of the Club, should the need arise.
- b) Should three (3) or more members in good standing petition the Executive in writing, the Executive shall call a Special General Meeting to deal with the concerns of the petition.

3) Order of Business

The order of the business at meetings shall, as closely as possible, be as follows:

- a) Minutes from the last meeting
- b) Business arising from those minutes
- c) Reports from committee/officers
- d) Amendments to the bylaws
- e) Old business
- f) Election of the Executive Committee
- g) New business

4) Calling of Meetings

Notice of the AGM or Special AGM shall list time and place and shall be given to all members not less than 21 days before the date of the meetings. It shall be provided electronically to each member; no other notice shall be required.

5) Voting

- a) Only members of the Newell Sailing Club shall be allowed to vote, either in person, virtual or by proxy.
 - i) Only one proxy per member. A voting member may appoint another member to act and vote as their proxy at a general meeting. The proxy vote must be assigned using an approved document, that is signed and dated. A member may not hold more than one proxy. The proxy document must be received not fewer than 15 minutes before the time set for the start of a general meeting and is only valid for that meeting. This proxy is only for items presented on the agenda.
 - ii) If a meeting is held virtually, voting shall take place by a show of hands, each hand needs to be visible on the screen.
- b) The chairman of the meeting shall vote only in the case of a tie in order to break the tie.
- c) Every question shall be decided by a simple majority of the members who vote.

- d) Voting shall be by a show of hands unless secret ballots are demanded by a simple majority of the members present.
- e) The results of a vote will be registered as carried or defeated, unless a recorded vote is demanded by the members present.
- f) Should a secret ballot be demanded, the chairman shall conduct and count the ballot.

6) **Quorum**

Should the notice of meeting be properly given, attendance by 20% of the general membership shall constitute a quorum for any General or Special Meeting. In addition, attendance of at least 50% of the Executive Committee is required.

In the absence of the Commodore, a chairman of the meeting shall be appointed by the Executive Committee at the meeting.

B. Officers of the Club

1) **Executive Committee**

The Club shall be governed by a 6-9 person Executive Committee/directors, elected at the AGM or appointed from the membership, should the need arise.

- a) The Committee shall include the past-Commodore of the Club.
- b) There can only be one family member per membership on the board.
- c) The Committee shall have and exercise all of the powers of the Club, except as to the revision of the bylaws or election of officers. This will include:
 - i) Control and disburse all Club funds, pursuant to the Societies Act.
 - ii) Borrow or raise monies on behalf of the Club as they deem fit – within the provisions of the Societies Act.
 - iii) Suspend or expel any member according to the defined process.
 - iv) Appoint a member to any committee that may require it due to suspension, expulsion, resignation, or any other reason of the current member of the committee.
 - v) Regulate the use of Club facilities and equipment.
 - vi) Any other Club business that might arise from time to time.
- d) The Committee members and Directors shall not receive remuneration for holding their positions, apart from a reduced Club membership fee in lieu of time-consuming jobs including meeting attendance, bookkeeping, newsletter production, website maintenance, event organization, specific sailing/windsurfing/kayak programs, regatta organization, etc. etc.

2) **Executive Committee meetings**

- a) The Executive Committee and directors shall meet whenever necessary and meetings can be held in person or virtually.
- b) **Voting:**
 - i) All members, who are present at the meeting, shall be allowed to vote. The chairman of the meeting shall vote only in the case of a tie in order to break the tie.
 - ii) Every question shall be decided by a simple majority of the members who vote.
 - iii) Voting shall be by a show of hands, by a simple majority of the members present.
 - iv) The results of a vote will be registered as carried or defeated.
- c) **Quorum:**

For a vote to take place, half the committee (including directors) plus the chairman has to be present, either in person, or virtual. If voting takes place per email, half of the members need to vote for a result to be final.

3) **Qualification of Officers**

Only members of the NSC shall be eligible for election or appointment as an officer of the Club. No person under the age of 18 shall hold the post of Commodore or Treasurer.

4) **Duties of Officers**

a) **Commodore** Presides at all general meetings, enforces the bylaws and rules of the Club, and generally supervises and gives direction to the Club and its Executive Committee.

b) **Secretary**

Records all meetings, keeps an accurate record of the membership, ensures that the records of the Club are correctly stored in the Clubhouse and online.

c) **Treasurer**

Receives and disburses all funds in the name of the Club, prepares an annual budget, pays all bills that have been properly approved by the Executive, keeps up to date and accurate records of the Club's finances, prepares and submits an annual statement at the AGM, pursuant to the Societies Act.

d) **Director at Large**

Assists in the management and direction of the organization in a manner that is timely and consistent with the goals and policies of the organization, with emphasis on providing support when required to other directors, portfolios and projects.

e) **Staff Captain (Grounds Maintenance)**

Maintains or supervises maintenance of the Clubhouse, Club grounds and Club equipment. In charge of the Boat Parking and Boat Stall Plan and first contact to deal with donations in kind.

f) **Fleet Captain (Regatta Director)**

Supervises all Club regattas and racing and to be or appoint a Chairman of the Regatta(s).

g) **Past Commodore**

Assists the Executive Committee where possible, helps out at club activities, events, regattas and projects.

Note: the captains may form committees to assist them in the performance of their duties – this is strongly recommended.

5) **Retirement and Ineligibility**

All members of the Executive Committee/Directors shall be automatically retired upon the declaration of the results of the AGM elections, but the retiring members shall be eligible to stand for re-election at that AGM.

6) **Elections**

The elections of the Executive Committee/Directors shall be run by two members who have not been nominated for election and have been appointed as scrutineers by the Chairman of the meeting. Upon completion of the elections, the past-Commodore shall continue as the Chairman for the remainder of that AGM.

7) **Removal of an Officer**

Any officer of the Club (member of the Executive Committee or Director) may be removed from office by a resolution of the members present passed at a Special Meeting called for such a purpose. Officer's are expected to attend all Executive meetings; if an officer cannot attend a meeting, he/she is expected to let the Secretary know.

Any officer of the Club who misses two or more meetings in a row without a satisfactory excuse,

shall cease to be an officer of the Club and shall be notified as such by the Secretary in writing. The vacant position shall be filled, by appointment, by the Executive, from the general membership.

8) **Inspection of the Club Books**

The books, minutes and records of the Club may be inspected by any member of the Club at a reasonable time at a place chosen by the Treasurer.

C. Memberships and Affiliation

1) **Membership in the Newell Sailing Club**

Membership shall be open to everyone who is interested in participating in the Club and has not previously been expelled from membership in the Club.

2) **Membership**

Membership includes both spouses and all children under 18 years of age, as well as children under 21 years of age as long as they are students at the time of registering Membership. Only members that are over 18 years old can vote at any General or Special Meeting.

3) **Registration**

Membership registration is only complete with a signed Membership form and after completing payment of the fees. If either are omitted or incomplete, no membership can be claimed and therefore there cannot be any entitlement to any of the membership benefits.

4) **Expulsion, Suspension or Voluntary Withdrawal**

Any member may withdraw their membership from the Club by submitting a written statement to the Executive Committee (via the Secretary).

Any member infringing any bylaw or rule of the Club, or guilty of unbecoming conduct, shall be liable for suspension or expulsion from the Club by the Executive Committee at any meeting. Notice shall be given of such motion to the member in question, and the date of the meeting for vote on the question. The member will be given the opportunity at the meeting to provide a defense. Expulsion shall be only by a unanimous vote of the Executive Committee present at the meeting.

Any member who resigns, is suspended, or expelled from the Club, shall have all privileges, rights and claims in or to the Club revoked immediately.

Non-active members (e.g., members who have not participated in any of the events/socials of the Club, have not been to an AGM or helped out in any of the projects) will not be invited to renew their membership.

5) **Fees**

The annual membership fees shall be set by the Executive Committee in January before the new season starts. Fees will be due by April 30th of that year. A member will be liable for suspension from the club for non-payment, but may be reinstated upon payment of these fees.

6) **Guests**

Any member may invite one family, or individual, at a time to join him/her as a guest of the Club, but the member is responsible for any debts or damages incurred by the guest while in attendance.

Guests are not allowed entry or the use of the facilities if the accompanying member is not present at the Club.

D. Amendments and Notices

1) **Amendments to the Bylaws**

These by-laws can only be changed by a special resolution of the members. All members having any

new bylaws to propose or amendments to existing bylaws, must forward them to the Secretary, for publication 21 days prior to the Meeting in the notice of meeting as a Special Resolution.

2) **Notices**

Any notice or communication from the Club to the membership shall be made in person, by phone or in writing (email) to the member, using the registration information recorded in the books by the Secretary, and shall be deemed given.

3) **Review of the Bylaws**

The bylaws shall be reviewed every two years (in an odd year) by the executive committee and necessary changes will be suggested at the AGM of that year. Members will be invited to help with the review and deposit their suggestions as stated above.

E. Finances of the Club

1. **Fiscal Year**

The fiscal year of the Club shall be from November 1st until October 31st of the following year.

2. **Auditing the Books**

The books of the Club shall be audited at least once per year by two members of the Club, chosen for that purpose or by a duly qualified accountant. A statement shall be presented to the AGM and a copy forwarded to the regulatory body in charge of Societies in Alberta.

3. **Winding up**

In the event of the Club being disbanded, or wound up, the Executive Committee will present a plan to the members with a cost/benefit breakdown, to be voted for at an AGM or a Special Meeting.

4. **Indemnification of the Officers**

Every officer of the Club shall have his/her costs covered by the Club for any legal action, charges or costs that he/she sustains while discharging the duties, as defined by the bylaws, of that office. Costs sustained by willful neglect or default shall not be covered by the Club.

F. Interpretation

In all clauses in the bylaws, all references to male may also be read as female, all references that are singular may be read as plural and vice versa, so long as the intent of the bylaw is not changed by this interpretation. All references to the Societies Act refer to the Societies Act of Alberta in its most current form, the Club refers to the Newell Sailing Club, and AGM refers to the Annual General Meeting.

These bylaws shall come into effect upon a vote of acceptance by the members of the Club at the Annual General Meeting or Special General Meeting.