

# **By-Laws** Of **The Dobson Yacht Club**

## **ARTICLE 1 NAMES AND OBJECTS**

1.1 This organization is called "The Dobson Yacht Club"

### 1.2 INTERPRETATION CLAUSE

1. Whenever the word "Board" shall occur in the following By-Laws ,it shall be understood to mean,"The Board of Directors of the Dobson Yacht Club".
2. Whenever the word "Commodore" is used in, it shall be understood that when absent, the replacement shall be an executive officer only and in the following order:

Vice Commodore  
Rear Commodore  
Secretary,  
Treasurer.

## **ARTICLE 2 MEMBERSHIP**

- 2.1 To be eligible for membership, a person must be of acceptable character and deemed to be able to function in a gentlemanlike or ladylike manner within the structured environment of The Dobson Yacht Club.
- 2.2 Applicants must have paid all outstanding debts owing The Dobson Yacht Club.
- 2.3 Applicants for membership must be sponsored by a member. Completed membership application form, accompanied by full dues payment and any initiation fee is to be forwarded to the membership committee for tentative approval. The membership committee shall present its findings to the Board for approval or denial. The Board must approve new members by two thirds (2/3) majority vote.
- 2.4 Applicants will be notified of the decision of the Board. Successful applicants will be issued a membership package. Unsuccessful applicants will have their dues, and any initiation fee, refunded.

- 2.5 The Board of Directors may cancel the membership of any member failing to remit dues and outstanding accounts by June 1. Non-member rates will thereafter apply for club services. A member removed for failure to remit dues or accounts shall be notified by regular mail.
- 2.6 All resignations of members will be applicable upon receipt of the resignation in writing, by the Club manager or any member of the Board of Directors.
- 2.7 Members or non-members who have performed some meritorious service for The Dobson Yacht Club, past or present, may be honored by being elected an honorary member, at the last General Meeting of the year. Candidates for honorary membership must be presented from the floor at the last General Meeting and approved by a two thirds 2/3 vote. Only two honorary memberships can be granted in one year. In the event of more than two nominations being offered for honorary membership, resolution shall be arrived at by the election process. Honorary members will be granted all the privileges of a member are exempt from payment of dues for the period of their honorary membership. Honorary membership will be for a period of one year and may not be repeated. Honorary members may hold office with the approval of two thirds (2/3) of the number of members at the last General Meeting.
- 2.8 No employee of The Dobson Yacht Club shall be a Club member. Any person so hired must immediately relinquish membership. No commercial lessee of The Dobson Yacht Club facilities shall hold office. In such circumstances membership rates apply for the duration that the former member remains an employee of the Club.
- 2.9 The Board is responsible for the discipline of the Club encompassing members and non-members. The Board is guided by the following rules:
- A Expulsion is for a minimum of six months.
  - B Discipline will be enforced on members that engage in physical violence.
  - C Persons expelled from the Club may not enjoy or attend any functions of the Club as a guest or a member.
  - D Persons expelled from the Club will be banned from the clubhouse and/or property at the discretion of the Board.
  - E Mandatory expulsion will be enforced on members participating in willful destruction of Club property or theft.
  - F Verbal and written reprimands or warnings are options that are also available to the Board for dealing with members whose behavior or actions are inconsistent with the Club objectives.

- 2.10 A member cannot vote at the Annual General Meeting in November unless dues are paid in full for the current year.
- 2.11 Membership will include “husband, wife or partner and children under (19) nineteen years of age”.
- 2.12 Only one adult of a family membership shall have a vote or may serve on the Board of Directors.

### **ARTICLE 3 DUES**

- 3.1 The annual dues for the following year, shall be proposed by the Treasurer in the November General Meeting, and ratified by a majority vote of the membership. A proposed change in dues must be communicated to the membership with the notice given for that Meeting.
- 3.2 Annual dues become due on the first day of January each year.

### **ARTICLE 4 GENERAL MEETINGS**

- 4.1 There shall be three (3) General Meetings each year.
  - A The Annual Meeting for the election of the Commodore, Vice Commodore, Secretary and Treasurer and election of five Directors, all for a one year term, and election of two members of the Planning Committee for a two year term, and other pertinent business shall be held in November.
  - B A meeting will be held in April to review the progress of the new Board of Directors and deal with any other pertinent Club business
  - C There will be a September meeting to deal with any Club business and elect a nominating committee of three members who will bring to the Annual General meeting a list of persons interested in serving as Commodore, Vice Commodore, Secretary and Treasurer and five Directors, and two members of the Planning Committee. Nominations may also be made from the floor at the time of the General Meeting, provided the person is present and accepts the nomination.
  - D The nominating committee must satisfy themselves the nominees have consented to run before presenting their name. Should a nominee fail to attend a general meeting when an election is held, his/her name shall not be excluded if their absence has been explained to satisfaction of the nominating committee, and the nominee has consented in writing or by e-mail to the nomination.

- E Nominees shall be elected by secret ballot. Each member shall have one vote for each vacancy to be filled. The candidates with the highest number of votes shall be elected. In the event of two candidates receiving the same number of votes for the last position remaining, a separate vote shall be held to determine the successful candidate.
- F The Commodore shall be elected by fifty percent plus one vote, of those in attendance. If a vote does not result in one candidate receiving the required number of votes, an additional ballot(s) will be held, dropping the person receiving the least number of votes.

- 4.2 Members shall be notified of a General Meeting at least six (6) days in advance. Members shall be notified of the purpose of all Special Meetings at least six (6) days in advance. A tentative agenda will accompany the notice. Notice shall be communicated by regular mail or by e-mail for those members who have supplied the Club with an e-mail address. (It is the responsibility of the individual member to advise the Club of any change in his/her e-mail address.)
- 4.3 A Special Meeting of the Club can be called on written request to the Board of Directors by ten (10) members of the Club.
- 4.4 The term of office for the Officers and the Board of Directors shall be from January 1<sup>st</sup> to December 31<sup>st</sup>. During the December meeting of the Board of Directors any newly elected officers and directors shall be invited to the meeting to discuss transitional issues.

## **ARTICLE 5 QUORUMS**

- 5.1 Ten (10) members present shall constitute a quorum for any General or Special Meetings.
- 5.2 Five (5) members of the Board present shall constitute a quorum for any Board meeting.

## **ARTICLE 6 MANAGEMENT POWERS OF THE BOARD**

- 6.1 The nine (9) members elected at the Annual General Meeting together with the Rear Commodore shall constitute the Board of Directors. Not more than three (3) of these elected positions can be held by non-active boaters. Members, either elected or appointed as Officers, Directors or to Special Committees shall not be entitled to remuneration for acting in such capacity.
- 6.2 The Board shall appoint the chairman and members of standing and Ad Hoc committees except the Fleet Captain which will be chosen by the Commodore.
- 6.3 The Executive officers of the Club shall be: Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.
- 6.4 Any member of the Board whose attendance at board meetings is unsatisfactory may be forced to resign if the issue receives a two thirds (2/3) vote by the other Board members.
- 6.5 The Board shall administer, between General Meetings, the affairs of the Club and have the powers of Directors. The Board may establish rules consistent with the Constitution and By-Laws for the Club and the Board of Directors, and such rules shall have the force of a By-Law.
- 6.6 The Board of Directors shall welcome members to board meetings, subject to rules of the Board.

### **Spending and Borrowing**

- 6.7 The Board shall not negotiate any long term lease, sale or long term rental agreement of Club property without the consent of two thirds (2/3) of those in attendance at a General meeting for which a notice of six (6) days has been given. This does not prohibit the sale and/or barter of minor items in the best interest of the Club or the renewal of existing lease.
- 6.8 The Board may, and they are here by empowered to spend monies in the name of the Club, in such terms as they think proper. A maximum spending of fifteen thousand dollars (\$15,000.00) for special emergencies aside from the normal operations of the Club is permitted without the approval of the membership, subject to the Provisions of the Societies Act of Nova Scotia.
- 6.9 Borrowing, (excepting by issuance of Debenture or Mortgage, which must be by Special Resolution), including the establishment of a line of credit, must be approved by two thirds (2/3) of those in attendance at a General or Special Meeting for which a notice of six (6) days has been given.

6.10 **Capital Expenditures:**

A capital expenditure plan, renewable annually, shall be presented to the membership in the November General Meeting. This plan shall outline the planned (Non-Emergency) capital expenditures for the next fiscal year of the Club. This plan shall include all planned capital expenditures of Five Thousand Dollars (\$5,000) and more. Included in this plan shall be all planned works for improvement, major maintenance and recapitalization (extending the life of the existing infrastructure). This in no way limits the board's authority for emergency expenditures as defined under these by-laws. The plan may be revised at any General or Special Meeting of the Club, and may be included as a part of the Strategic Plan.

6.11 The Board is empowered to spend up to Five Thousand Dollars (\$5,000) on Capital Projects, per fiscal year, without having obtaining specific authority from the membership.

6.12.1 For the purpose of execution of contracts, deeds, bills of exchange and other instruments and documents, the signing officers of the Club shall be any two (2) of the following officers, the Commodore, the Vice Commodore , Rear Commodore, the Treasurer or the Secretary, or any other member or members of the Board as the Board may designate. ( amended May 11,2012 )

## **ARTICLE 7 OFFICERS AND CHAIR DUTIES**

7.1 The **Commodore** shall be responsible for all operations of the Club. The Commodore will preside over all meetings of the Club and the Board of Directors; call special meetings; fill temporarily any vacancy by appointment until a meeting can be called to elect a new member of the Board; to see that the rules and regulations of the Club are enforced and to discipline officers and members as provided by the rules. The commodore and his/her appointee and Vice commodore shall be ex-officio members of all committees except for the nominating committee. The Commodore shall appoint a Fleet Captain, who shall perform such duties as the Commodore shall designate and shall hold office at the Commodore's pleasure and whose term shall be concurrent with the Commodore's.

7.2: It is the duty of the **Vice Commodore** to assist the Commodore in the discharge of his/her duties, and in the absence of the Commodore to assume his/her duties. If the office of the commodore becomes vacant, he/she will act as commodore until the next General Meeting.

7.3 The immediate past commodore shall be the **Rear Commodore**, and shall be a member of the Board of Directors without election. The Rear Commodore shall perform such duties as assigned to him/her by his/her superior officers and in their absence to act as commodore, he/she shall perform such duties that the Board shall assign to him/her. In the event the Rear Commodore is unwilling or unable to serve, an additional member of the Club will be elected to the Board.

## 7.4 STANDING OFFICERS

### **A Secretary**

It is the duty of the Secretary to be the custodian of the Club seal, to be used on documents requiring the same and at the direction of the Board of Directors; to keep a true record of all the proceedings of regular and special meetings of the Club and of the Board of Directors, in a book provided for that purpose; to keep an accurate roll of all members; to file all documents, records, reports, and communications connected with the Club business; to notify the treasurer of new members; to notify each member of all General Meetings of the Club; to conduct all correspondence of the Club; and to perform such duties of the Club as may be assigned his/her superior officers or the Board. In the case of his/her inability to attend any meetings, any necessary books and/or papers should be conveyed to the place of the meeting.

### **B Treasurer**

It is the duty of the Treasurer to maintain an accurate record of all Club financial transactions, including but not limited to; the payment of invoices; the payment of salary; the management of banking accounts; bill collection and the delivery of financial data to the Club accountant. The treasurer will present a report of receipts; expenditures and the financial condition of the Club at all regular meetings of the Board, and General meetings of the Club .The treasurer will also assist his/her superior officers and the Board in Club fiscal management.

### **C Fleet Captain**

It is the duty of the Fleet Captain to supervise The Dobson Yacht Club Fleet; to keep an accurate list of the Clubs yachts with general descriptions and and measurements; the names and addresses and telephone numbers of the owners; to check the condition of all dockage and to supervise necessary repairs; to assign visitor docking and to collect applicable fees for billing; to co-ordinate with the grounds chairman, the placement of boats in storage; to monitor power consumption by boaters; to act as a liaison with marine authorities; such other duties as assigned by superior officers of the Board.

### **D Bar Chairman:**

It is the duty of the Bar Chairman; to schedule the hours for bartenders to hire all full time and part time staffs; to specify and supervise the activities of bartenders; all items dealing with cash shall be formulated in consultation with the treasurer; to spot check the inventory and cash floats at least once a month and report any major alterations and/or purchases for presentation to the Board; to maintain a list of barred patrons; to establish a yearly budget; to establish a code of behavior for bartenders and patrons; to secure special licenses as needed; and to perform such duties as assigned by officers.

**E House Chairman**

It is the duty of the House Chairman to maintain and improve, on authority the Club; to hire and supervise maintenance staff; to plan and budget any major alterations for presentation to the Board; to coordinate tendering of any major improvements, preference being given to Club members when supplying goods and service, every thing being equal; to authorize emergency repairs, within authorized limits, to house equipment; to establish a yearly budget for standard maintenance; and such duties as authorized by superior officers.

**F Grounds Chairman**

It is the duty of the Grounds Chairman to maintain and improve, on authority the property, including the parking areas, lawns wharves and equipment; to apply for summer and to coordinate the activities of student grant workers; to plan and budget any major undertakings, tendering for major expenditures preference being given to Club members when supplying goods and services, everything being equal; to oversee boat placement in coordination with the fleet captain; to establish a yearly budget for normal expenditures; and to perform such duties as authorized by superior officers .

**G Education Chairman**

It is the duty of the Education Chairman to assess the requirements for, and make arrangements for applicable training and education in appropriate boating issues, including safety, navigation, seamanship, regulations etc. as well as informing the membership of any change in regulation etc. that could or will affect the boating members.

**H Planning Committee Chairman**

It is the duty of the Chair of the Planning Committee to ensure the Strategic Plan is updated yearly, and a report on the progress of individual items in the plan is delivered to the membership for the November General Meeting

7.5 There shall be seven (7) standing committees: membership, entertainment, house, grounds, bar, education, planning.

7.6 The **Planning Committee** shall include the current Commodore, the Past Commodore, the Fleet captain, the Treasurer and three (3) members at large. Two (2) of the members at large shall serve a one year term and one shall serve a two year term. The chair of the committee may invite additional persons with professional experience in strategic planning to attend meetings as requested.

7.7 Any special or AD HOC committee may be appointed by the Commodore on the advice of the Board.

7.8 The Board of Directors may provide guidelines, not inconsistent with the By-Laws, for management for any committee.



## **ARTICLE 8 VOTING PROCEDURES**

- 8.1: A membership subscription shall be entitled to one (1) vote at any Board of Directors, General or Special meeting.
- 8.2 The presiding officer shall vote only when his or her vote will affect the result.
- 8.3 Voting by proxy shall not be allowed.

## **ARTICLE 9 AUDITS**

- 9.1 If at any General or Special Meeting, upon motion and with a two-thirds (2/3) vote, an audit of accounts is authorized, the cost of such audits will be born by the Club.

## **ARTICLE 10 FISCAL YEAR**

- 10.1 The Fiscal year of the Club shall commence on the first (1st) day of November and end on the last day of October of the next year. (amended May 11, 2012)

## **ARTICLE 11 MISCELLANEOUS**

- 11.1 The By-Laws of the Club may be amended at any General or Special Meeting of the Club. The amendments must pass by three fourths (3/4) vote. Changes to the By-Laws must be clearly stated in the notice of meeting at least thirty (30) days in advance of the meeting. Notice of meeting shall be communicated by mail, or e-mail.
- 11.2 By-laws, or amendments to by-laws, become effective and binding as soon as they are approved by the Registrar of Joint Stock Companies
- 11.3 Guests: Visiting members of other clubs and personal guests of members in good standing may be extended the courtesies of the Club. Members introducing personal guests shall be responsible for the debts and behavior of their guest.
- 11.4 Burgee: The burgee shall be of such design and color as approved by the Membership.
- 11.5 Emblem: The Club emblem shall be such design and color as approved by the membership, and shall appear where practical on Dobson Yacht Club stationary and printed materials.
- 11.6 A member of the Club may submit a request to inspect the books or records of the Club to the Club Manager. The Manager shall forward the request to the appropriate officer who shall make arrangements to provide access to the requested documents at the Club premises, at a time convenient during normal working hours of the Club Manager.

11.7 **RULES OF PROCEDURE:** All meetings should follow parliamentary procedure as laid down by Robert's Rules of Order.

11.8 **Rules for members attending meeting of the Board of Directors.**

Members are welcome at meetings of the Board of Directors. An informal membership is vital to a strong club. To encourage membership participation in a positive way, the following is adopted;

- A Members wishing to bring issues before the Board of Directors must contact the Club Secretary and have the matter placed on the agenda.
- B Members must provide the Club Secretary with a brief description of the issue.
- C Issues put on the agenda by members will appear first.
- D Members who wish to speak at a meeting of the Board of Directors must obtain permission from the chairperson.
- E Members may be asked to leave the meeting while specific person/persons are being discussed.

These guidelines are to facilitate open governance and are not to be used to obstruct Board business.

**Passed as a Special Resolution at a Special General Meeting of The Dobson Yacht Club held for that purpose on the 27 day of Sept , 2009.**

Signed:

Robert Etheridge

---

Commodore

Elizabeth Cusack

---

Secretary

Filed with Reg. Joint  
Stock Cos.  
Oct. 13, 2009.

SPECIAL RESOLUTION - CERTIFICATE

**THE DOBSON YACHT CLUB**

I certify that the attached is a true copy of a Special Resolution duly passed by not less than three-fourths of the members of the society entitled to vote as were present in person or by proxy at a general meeting of the members of the society, held on the \_\_\_\_\_ day of \_\_\_\_\_ 2009, of which notice of intention to pass the resolution as a special resolution was duly given.

Date \_\_\_\_\_ 2009/ \_\_\_\_ / \_\_\_\_ /

Secretary

\_\_\_\_\_

Name -print or type

\_\_\_\_\_

signature