

LUNENBURG YACHT CLUB

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - (a) Society means "Lunenburg Yacht Club", hereinafter called the "Club".
 - (b) Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) Special Resolution means a resolution passed by not less than three-fourths of such members entitled vote as are present, in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons who are members or who shall be admitted to membership in accordance with these By-Laws shall be members of the Club and their names shall be entered in the Register accordingly.
3. For the purposes of registration the number of members of the Club is unlimited.
4. Membership in the Club shall not be transferable for any reasons, including the death of a member.
5. The Club shall consist of Honorary, Life, Senior, Introductory, Spousal, Deck, Intermediate, Crew, Junior, Temporary and Student Members.
6. All ladies or gentlemen of good standing, whether yacht owners or not, shall be eligible for membership.
7. Every candidate for Honorary, Senior, Spousal, Deck and Introductory membership shall be proposed by a senior member and seconded by another senior member. Dues for the first year shall accompany the application form. A candidate shall be elected by a majority of two-thirds of the members present and voting at a general meeting of the Club or at a meeting of the Board of Directors. The voting shall be by secret written ballot if so desired by any member of the Club or any member of the Board of Directors.
8. The Secretary or Membership Committee Chairman shall send to each newly elected member, immediately upon his election, written notice thereof.
9. Any person who has been a Senior Member for five years or more may become a Life Member upon payment of a fee to be determined by the Directors of the Club from time to time and shall so continue as a Life Member unless he resigns or is duly expelled. They shall be entitled to all the privileges of the Club and they shall be entitled to vote and hold office. All Life membership receipts are to be invested in such form of investment as may from time to time be determined by the Board of Directors. The income therein shall be contributed to general Club revenues. The Board may from time to time temporarily borrow from this fund for special purposes.
10. The Club in general meeting may elect Honorary Members. The Secretary shall give to a person elected as an Honorary Member a written notice of his election and upon his intimating his willingness to take up his membership, he shall become an Honorary Member of the Club. An Honorary Member shall not pay an annual subscription. They shall be entitled to all the privileges of the Club but they shall not be

qualified to vote and they shall not be qualified to serve on the Board of Directors. They may, however, serve on Committees.

11. Age, for purposes of membership, shall be determined as at the first day of January.
12. Persons 19 years of age and over may be admitted as Senior or Deck Members. Senior Members shall be entitled to all of the privileges of the Club. Senior Members shall be entitled to vote and hold office. Deck Members shall be entitled to all of the privileges of the Club (subject to By-Laws #28 and #30). They may also serve on Committees. The Deck membership does not include wharf privileges such as dinghy or tender service.
13. Any person who has not been a member of the Club within the past five years may be admitted as Introductory Members for one year. Introductory members shall be entitled to all privileges of the Club, but they shall not be entitled to vote and they shall not be qualified to serve on the Board of Directors. They may, however, serve on Committees. In the event that an Introductory member fails to comply with any of the conditions above, they shall automatically cease to be an Introductory Member.
14. Persons between 19 and 24 years of age inclusive, may be admitted as Intermediate Members. They shall be entitled to all privileges of the Club (subject to By-Law #28 and #30). They may also serve on Committees. Persons 19 years of age and over may be admitted as Crew Members. They shall be entitled to all the privileges of the Club on race days for a period of two hours prior to and immediately following a scheduled race.
15. Persons who have not reached their 19th birthday may be admitted as Junior Members, but they shall not be entitled to vote or hold office except in a Junior branch of the Club. Junior application forms must be signed by a parent or guardian and be accepted by the Board of Directors.
16. The Board of Directors shall have the power to appoint Temporary Members and set the dues for such membership. Temporary members shall not be entitled to attend general meetings of the Club or to vote, nor shall they be qualified to hold office.
17. The annual dues for Senior, Introductory, Spousal, Intermediate, Crew, and Junior Members shall be due and payable before the first day of April of each year. The annual dues shall be set at the Annual Meeting each year or at any Extraordinary General Meeting called for this purpose. Membership dues may be varied at any time during the fiscal year by an Extraordinary General meeting called for that purpose. In the event that membership dues are increased, the increased dues shall be payable at such time as determined by the Board of Directors. In the event of a dues decrease, the payment to members shall be determined by the Board of Directors.
18.
 - (a) Resignations shall be submitted in writing to the secretary before the first day of May.
 - (b) Upon request, a member may be granted a one-time Leave of Absence from membership for a maximum of two years at an annual maintenance fee of \$40. to be paid in the normal membership time requirements. At the end of the granted Leave of Absence the member must rejoin as an active member or resign as per By-law 18(a).
19. A member whose membership dues are not paid by the 1st day of May in any year, shall be notified thereof by letter sent to the last address provided to the Club by the member; in the event of non payment

by the 31st day of May of the same year, his subscription shall be deemed to be in arrears and his name shall be posted on the Notice Board of the Club and he shall cease to be entitled to use the Club House or to enjoy any of the privileges of the Club as long as his subscription shall remain in arrears. If his subscription is not paid by the 30th day of June in the same year, he shall cease to be a member of the Club, but may be re-admitted to membership of the Club upon payment of all arrears of subscriptions due and again must be proposed for membership. Arrears of subscriptions shall mean arrears for the year in which a person ceases to be a member.

20. All members, parents or guardians shall be liable for any damage to the Club's property caused by themselves, their children, or their guests to the Club.
21. Every member on joining the Club impliedly undertakes to comply with these by-laws and any refusal or neglect to do so or any conduct unworthy of a gentleman or lady shall render such member liable to expulsion by a two-thirds majority of a Meeting of the Board of Directors. Any member expelled by this rule shall forfeit all right in or claim upon the Club and its property. A notice under this rule shall be held to have been duly given if sent by prepaid post to the address of the member appearing in the Club Register of Members and such notice shall inform the expelled member of his right to appeal to a general meeting. A member expelled by the Executive shall have the right to appeal his expulsion to a General Meeting of the Club but cannot have the privileges of the Club until a general meeting has overruled the Board of Directors' decision by a majority vote. A member expelled by the Board of Directors shall have a maximum period of two weeks from the mailing date of his expulsion notice to notify the Secretary of the Club in writing of his desire to appeal to a General Meeting. A General Meeting shall be called within two weeks of the receipt of this letter. Subscriptions paid by an expelled member will not be refunded.

FISCAL YEAR

22. The Fiscal Year of the Club shall be from the period of November 1, in any year, to October 31 in the year next following.

MEETINGS

23. (a) The Annual General Meeting of the Club is to be held in November of each year.
- (b) The Semi-Annual General Meeting shall be held in August of each year.
- (c) The Closing General Meeting shall be held in August or September at which time the race committee shall present its report on the racing and cruising of the season and award the prizes and trophies.
- (d) An Extraordinary General Meeting of the Club may be called by the Commodore whenever he thinks it is necessary and shall be called when requested to do so by any five members of the Club.
- (e) Notice of a meeting specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business shall be given to each member. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing such notice was mailed. The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting. Providing that, in the months of July and August, notice of any meeting may be given by the posting of a notice, on the Bulletin Board in the Yacht Club House ninety-six hours previous to time of meeting, and it shall not be necessary to send notices in writing to each member, but in the event notice is given by mail such notice shall be given seven days prior to the meeting.

24. At each Annual General Meeting of the Club, the following items of business shall be dealt with:
- (a) Minutes of preceding General Meeting.
 - (b) Consideration of the annual reports of the Committee Chairmen.
 - (c) Consideration of the financial statements including balance sheet and operating statement and the report of the auditors thereon for the previous fiscal year.
 - (d) Election of the directors for the ensuing year.
 - (e) Appointment of auditors for the current fiscal year.
 - (f) Setting the annual membership dues for the current fiscal year for each class of membership.

All other business transacted at the Annual General Meeting shall be in order with the exception of business requiring special resolutions. Business requiring a special resolution may be transacted if proper notice of such business has been given prior to the Annual General Meeting.

25. No business shall be transacted at any general meeting of the Club unless a quorum of members are present at the commencement of such business and such quorum shall consist of fifteen (15) members.
26. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall, if convened upon the requisition of the members, be dissolved. In any other case, it shall stand adjourned until such time or place as the majority of the members present shall direct and if at the adjourned meeting a quorum of members is not present, it shall be dissolved.
27. (a) The Commodore of the Club shall preside as Chairman at all General Meetings of the Club.
- (b) If there is no Commodore, or if at any meeting he is not present at the time of holding of the same, the Vice-Commodore shall reside as Chairman.
- (c) If there is no Commodore or Vice-Commodore, or if at any meeting they are not present at the time of holding same, the Rear-Commodore shall preside as Chairman.
- (d) If there is no Commodore, Vice-Commodore, or Rear Commodore, or if at any meeting neither the Commodore nor the Vice-Commodore, nor the Rear-Commodore is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
- (e) The Chairman shall have no vote except in the case of equality of votes. In the case of an equality of votes, he shall have a casting vote.
- (f) The Chairman, may with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- (g) At any general meeting, unless a poll is demanded by at least three members, a Declaration by the

Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Club shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against, such resolution.

- (h) If a poll is demanded in the manner aforesaid, the same shall be taken by secret written ballot and the result of such poll shall be deemed to be the resolution of the Club in the general meeting.

VOTES OF MEMBERS

- 28. Only Senior Members and Life Members shall be entitled to vote. Deck, Spousal and Intermediate Members shall be entitled to vote only while they are directors of the Club. Each of such persons shall have one vote and no more. There shall be no proxy voting.

DIRECTORS

- 29. The Board of Directors shall consist of not more than twelve members and not less than ten members of whom at least three shall, at the time of their election, be boat owners. Subject to Clause 33, the Board of Directors shall be elected at the Annual General Meeting in each year with the exception of the immediate Past Commodore who shall, subject to Clause 31 hereof automatically be a member of the Board of Directors. The members at the Annual General Meeting shall elect directors to fill the following positions: (a) Commodore, (b) Vice Commodore, (c) Rear Commodore, (d) Secretary, (e) Membership, (f) Treasurer, (g) Learn to Sail Director, (h) Social-Publicity Director, (i) Member-at-Large, (j) Marina Director and (k) if the members deem it advisable, not more than one other director. The members, at the Annual General Meeting, may, one-year prior to the end of a Commodore's term, elect a Commodore-Elect. The Commodore-Elect will sit on the Board for a one-year term after which he/she may be elected to the position of Commodore. When the Commodore-Elect's position is filled, he/she will replace the Past-Commodore on the Board of Directors. In this fashion, the Commodore-Elect and Past-Commodore will, in the event of a two-year term for Commodore, alternate on the Board of Directors.
- 30. Only Senior, Life, and up to two - Deck, Spousal and Intermediate Members, shall be eligible to be Directors of the Club. Deck, Spousal and Intermediate Members shall be eligible to vote only while a Director at the Board of Directors, Annual General and Semi-Annual Meetings. Deck, Spousal and Intermediate Members shall not hold the positions of Commodore, Vice Commodore or Rear Commodore. If a person ceases to be a Senior, Life, Deck, Spousal or Intermediate member of the Club they shall cease to be a Director of the Club.
- 31. A Nominating Committee of five shall be appointed by the members at the Semi-Annual Meeting to submit a slate of Board members to the Annual General Meeting. If other nominations are received at the Annual General Meeting for a position on the Board of Directors an election shall be held to fill that position. The candidate to be elected shall secure the majority of votes cast. In the case of two or more ballots being necessary, the candidates receiving the lowest number of votes shall be dropped at each succeeding ballot. The immediate Past-Commodore shall be the Chairman of the Nomination Committee. All the Directors shall retire from office upon the election of their successors at each Annual General Meeting, provided nevertheless that a Director shall hold office until his successor is elected, and further provided that Directors elected to a position described in Clause 30(o) shall cease to be Directors at the commencement of the Annual General Meeting.
- 32. In the event that a Director dies or resigns his office, or ceases to be a Senior or Life Member of the Club, the vacancy thereby created may be filled, for the unexpired portion of the term, by the Board of Directors from among the Senior, Life, Deck, Spousal and Intermediate Members of the Club. In

the event the Annual General meeting fails to fill a position on the Board of Directors, the Board may elect a Life, Senior, Deck, Spousal or Intermediate Member of the Club to fill the position for the unexpired portion of the term.

33. Meetings of the Board of Directors shall be held as often as the business of the Club may require. They may be convened by the Commodore, or in his absence, the Vice-Commodore and shall be convened if so requested in writing by three members of the Board. A meeting of the directors may be held at the close of any General Meeting of the Club without notice. Notice of all other meetings specifying the time and place thereof shall be given either orally or in writing to each Director, within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
34. No business shall be transacted at any meeting of the Board of Directors unless five Directors are present at the commencement of such business.
35. The Commodore or in his absence, the Vice-Commodore, or in the absence of both of them, the Rear Commodore or in the absence of all of them, any Director appointed from among those Directors present shall preside as Chairman of the meetings of the Board.
36. The Chairman of a meeting of the Board of Directors shall not be entitled to cast a vote except in the case of an equality of votes when he shall cast the deciding vote.

POWERS OF DIRECTORS

37. The management of the activities of the Club shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and so all such acts and things as may be exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in a General Meeting. The Board of Directors shall define the duties of the several officers who shall in all respects be subject to the control of the Board. The Board of Directors may from time to time make, alter, and repeal Regulations convening the use of the Club House by members, the admission of guests to the Club House, the holding or regattas and sailing matches, and generally of the good conduct of the affairs of the Club. Such regulations shall, provided they are not inconsistent with the By-Laws of the Club for the time being, be binding on all members and be construed at part of the rules of the Club, provided they may be revised or rescinded by a majority vote of members at the General Meeting.

There shall be the following standing committees of the Club.

- (a) Nominating Committee: constituted as herein before provided.
- (b) Social Committee: responsible for all social events.
Publicity & Communication Committee: responsible for the publication of the Social Calendar, Tell-Tale, and media announcements regarding Yacht Club events.
- (c) Wharf & Harbour Committee: responsible for the maintenance of the wharf and launching and hauling of floating docks. Responsible for the location of Club moorings, maintenance of the Club tenders and controlling the use of waters within the water lot lease of the Club, if any.
House Committee: responsible for the maintenance of the Club House and fixtures.
Grounds Committee: responsible for the maintenance of the grounds, lawns, breastwork, road, parking lot, wells, signs and garbage boxes.

- (d) The Race Committee: the Race Committee shall consist of at least three members of which the Rear Commodore shall be Chairman. The Race Committee shall determine courses, time limits, prizes and officers of the day for each race. It shall have the power to alter or postpone any event or courses when it is deemed advisable. In the event of any cup or prize not being awarded for any reason, the Race Committee may decide when such cup or prize shall be competed for and, subject to any deed of gift if advisable, change the course thereof or decide whether such cup or prize shall revert to the Club.
- (e) Membership Committee: responsible to promote membership and collect all dues and assessments and deliver same to the Treasurer with an itemized breakdown of the source of monies delivered.
- (f) Learn to Sail Committee: responsible to promote Junior Sailing and organize and supervise the Junior Sailing Program which shall include preparation of a budget and the hiring of qualified instructors.

The Directors may appoint an Executive Committee consisting of the officers and such other persons as the Directors decide, and such other committees as may be deemed necessary or advisable for the proper functioning of the Club.

OFFICERS

- 38. The Flag Officers of the Club shall be the Commodore, the Vice-Commodore, the Rear-Commodore, the Secretary and the Treasurer.
- 39. It shall be the duty of the Commodore to take charge of the Club, preside at all meetings, to enforce the By-Laws and generally to carry on the work of the Club and to promote its interests and to do and perform all such other duties as may be assigned to him by the Board of Directors from time to time.
- 40. It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties and in his absence, to act in his stead. He shall be responsible for the operation of the Club and its facilities and shall hire and supervise Club employees and any Food and Bar managers.
- 41. It shall be the duty of the Rear Commodore to assist the Commodore and Vice-Commodore in the performance of their duties and, in their absence, to act in their stead and to be the Chairman of the Race Committee.
- 42. There shall be a Secretary of the Club who shall keep the Minutes of the Meeting of Member' s and Directors and shall perform such other duties as may be assigned to him by the Board. It shall be the duty of the Secretary to keep a correct roll of members with dates of election and the register of the yachts belonging to the Club. He shall notify each member elected of his election, notify members of meeting of the Club, attend meetings of the Club and of the Board of Directors, conduct all correspondence and take charge of the books, records, corporate seal, minutes and papers.
- 43. It shall be the duty of the Treasurer to receive all monies and deposit the same in any chartered bank or Trust Company in Lunenburg. All cheques drawn shall be signed by him and counter-signed by any of the Flag Officers. He shall pay all bills contracted by the Club and approved at a meeting of the Club or a meeting of the Board of Directors.

AUDIT OF ACCOUNTS

- 44. Two Auditors of the Club shall be appointed annually by the members of the Club at the Ordinary or Annual General Meeting and on failure of the members to appoint two Auditors, the Directors may do so.

These Auditors may be members of the Club.

45. The Club shall make a written report to the members as to the financial position of the Club and the report shall contain a balance sheet and income and expense statement. The Auditors shall make a written report to the members upon the Balance Sheet and income and expense statement and on every such report they shall state whether, in their opinion the balance sheet is a full and fair balance sheet containing the particulars required by the Club and properly drawn up so as to exhibit a true and correct view of the Club's affairs, and such report shall be read at the Annual Meeting. A copy of the balance sheet showing the general particulars of its liabilities, assets, and a statement of its income and expenditures in the preceding year, audited by the Auditors, shall be filed with the Registrar within fourteen days after the Annual Meeting in each year as required by law.

SAILING REGULATIONS

46. All races and all yachts sailing therein, shall be under the direction of the race committee and all entries shall be subject to its approval. All matters connected with races shall be subject to its approval and control, and any doubt, question, or dispute which arises shall be subject to its decision. Such decisions shall be based upon the Sailing Rules and Regulations adopted by the Club, so far as the same are applicable; but as no Rules are capable of meeting every incident and accident of sailing, the Committee shall keep in view the ordinary customs of the sea and discourage any attempt to win a race by other means than fair sailing and superior speed and skill. A decision of the Committee shall be final unless on the application of any person interested or otherwise the matter is appealed to the Nova Scotia Sailing Association, the Canadian Yachting Association, and the North American Yacht Racing Association. No member of the Race committee shall take part in the discussion or decision of any disputed question in which he is interested.
47. (a) The Race committee at the close of the season shall prepare and submit to the Board of Directors not later than one week before the closing meeting, a report containing the results of the season's racing, the awarding of prizes and such other matters as it deems advisable.
- (b) The Board of Directors shall have the power to remove the Race Committee or any member thereof and to perform the duties so delegated, if the Race Committee fails to perform the same.

Eligibility

- (c) Owner, skipper and helmsman must be paid up members in order to be eligible to race and win trophies.
- (d) Owners, skippers and helmsmen who are not members of the Lunenburg Yacht Club must be members of another Club recognized by the Canadian Yachting Association in order to race at the Lunenburg Yacht Club, but they cannot win Lunenburg Yacht Club trophies.
- (e) Racing dues must be paid prior to the commencement of a race to be eligible to participate in a race.
- (f) Owners can apply to the Race committee for exemption of the ownership requirements in Clause(c).

BORROWING POWERS

48. The Board of Directors are authorized to establish and to operate a revolving line of credit with a Chartered Bank or Trust Company, provided however, that the Board of Directors may not borrow any money from any person or corporation or incur any liability with any Chartered Bank or Trust Company which exceeds the sum of \$25,000.

REPEAL AND AMENDMENTS OF BY-LAWS

49. The Club has power to repeal or amend any of these By-Laws by a Special Resolution.

DISSOLUTION OF THE CLUB

50. If at any General Meeting, a Resolution for the dissolution of the Club shall be passed by a majority of the members present, and such Resolution shall at an Extraordinary General Meeting, of which notice specifying the intention to propose the resolution as a special Resolution has been duly given, (such meeting being held not less than one month thereafter and at which not less than one-third of the voting members shall be present) be confirmed by a majority of three-fourths of the members voting thereon, the Board of Directors shall thereupon, or at such future date as shall be specified in such resolution proceed to dissolve the Club pursuant to the terms of the Club's Act, R.S.N.S. 1967, Chapter 386 and Amendments thereto and after the discharge of all liabilities, shall divide the balance of the assets of the Club equally among the Senior and Life Members of the Club.

MISCELLANEOUS

51. Members shall sign in ladies and gentlemen to the Club as guests subject to such restrictions and regulations as the Board of Directors may make. The member introducing him or her shall be responsible for all liabilities and damages incurred by him or her on his behalf. A guest may be signed in three times in one year before being required to become a member or to vacate the Club. A guest must leave when the member leaves the Club.
52. The "Club Burgee" shall be a dark blue triangle with a luff or base, of twelve inches and a fly, or sides, of thirty inches bearing a red triangle having its apex on the middle of the luff, with a base of six inches and sides of fifteen inches, the outer end of the blue triangle bearing in gold the letters "L.Y.C." in the following form:
53. (a) The flags of the Commodore, Vice-Commodore and Rear Commodore shall be the "Club Burgee", the Commodore's flag bearing a gold ball on the red triangle, the vice-Commodore's flag bearing a gold ball on the upper blue triangle which is based on the luff and the rear commodore's flag bearing a gold ball on the lower blue triangle which is based on the luff.
- (b) The International code of Signals are adopted by the Club.
- (c) No member leasing his yacht (except to any member of the Club) shall leave on board or permit to be used by the lessee any Club Burgee or ensign.
54. No vessel which shall be used for trade or business, or for leasing for hire or for any purpose other than pleasure, shall be entitled to the benefits or privileges of the Club, provided always that this regulation is not intended to preclude any member from occasionally leasing his vessel, except for the time during which she shall be leased.
55. The Club shall file with the Registrar, its Annual Statement, a list of its Directors with their addresses, occupations and dates of appointment or election and within fourteen days of a change of Directors, notify

the Registrar of the change.

56. The Club shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the Resolution is passed.
57. The seal of the Club shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
58. The books and records of the Club may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Club or at such other place as may be designated from time to time.
59. When the context requires in these By-Laws, words imparting the singular number or masculine gender shall mean the plural number and feminine gender and the converse as the context requires.

Original By-Laws dated October 15, 1981
Revision Number 2 dated March 30, 1984
Revision Number 3 dated January 30, 1988
Revision Number 4 dated June 17, 1988
Revision Number 5 dated May, 1989
Revision Number 6 dated November 22, 1991
Revision Number 7 dated August 28, 1992
Revision Number 8 dated November 27, 1993
Revision Number 9 dated July 25, 1997
Revision Number 10 dated November 21, 1998
Revision Number 11 dated November 27, 1999
Revision Number 12 dated November 23, 2002
Revision Number 13 dated August 17, 2005
Revision Number 14 dated December 19, 2006
Revision Number 15 dated August 22, 2007
Revision Number 16 dated November 28, 2009