

FIFTY POINT YACHT CLUB CONSTITUTION & BY-LAWS

REVISED BY THE GENERAL MEMBERSHIP AT THE ANNUAL GENERAL MEETING, NOVEMBER 21, 2010.

PURPOSE

The purpose of the Club shall be to further the sport of boating, to provide headquarters and other facilities for the benefit of the Members, to cement the fellowship of the sport of boating and to co-operate with other yacht clubs and boating associations and boat owners in the furtherance of the sport.

ARTICLE # 1

The name of the club shall be FIFTY POINT YACHT CLUB, hereinafter called the Club.

ARTICLE # 2

The Club headquarters shall be maintained within or closely adjacent to the Fifty Point Conservation Area and Marina.

ARTICLE # 3

The fiscal year of the Club shall commence on October 1st and end on November 15th 2011. Thereafter the fiscal year of the Club shall commence on November 16th and end on November 15th.

ARTICLE #4

The elected officers of the Club shall be:

Commodore

Vice-Commodore

Secretary

Treasurer

Eight (8) Directors

The Commodore and Vice-Commodore shall be the Flag Officers of the Club. The eight (8) Directors shall be known as Members of the Board of Directors, hereinafter called Members of the Board.

The Commodore from the previous year shall be appointed to the Board for one year as Past Commodore and he/she shall be a Member of the Board.

ARTICLE # 5

Section (a)

The Flag Officers must be and remain boat owners during their terms of office. At no time shall fewer than fifty (50) percent of the Members of the Board be boat owners.

Section (b)

Terms of office shall be:

Flag Officers - two (2) years;

Secretary - two (2) years;

Treasurer - two (2) years;

Members - two (2) years with at least four (4) of the Board being elected every year.

Past Commodore – one (1) year immediately following their term as Commodore.

All offices are renewable provided they are duly elected or acclaimed.

The term office shall be from immediately after the election to the day of the subsequent election.

Section (c)

The terms of the Commodore and Vice-Commodore shall expire on alternate years.

Section (d)

The Flag Officers shall hold office for no more than two (2) consecutive terms in any one (1) office.

ARTICLE # 6

Section (a)

The Commodore shall lead the Club and its activities; preside at all Board of Directors and General Membership Meetings and shall be a Member of all committees. Special meetings may be called at the discretion of the Commodore and must be called if requested, in writing, by not fewer than ten (10) Members or three (3) Members of the Board.

Section (b)

The Vice-Commodore shall assist the Commodore in the discharge of duties and shall act as Commodore in the absence or temporary disability of the Commodore. The Vice-Commodore shall carry out such other duties as may be directed by the Commodore.

Section (c)

The Secretary shall maintain a true and complete copy of all Club proceedings and an up-to-date list of Members together with their addresses. The Secretary shall notify Members of meetings or other Club events and prepare or answer mail at the direction of the Club officers.

All Club trophies, records, or other documents shall be in the charge of the Secretary and on request shall be supplied to elected officers. The Secretary shall see to it that a copy of this Constitution and Club By-Laws and any other literature are made available to each new Member. In the case of inability to attend a meeting, the Secretary shall cause the necessary books and papers to be conveyed to the place of meeting.

Section (d)

The Treasurer shall collect, disburse and have custody of all Club funds, keep a complete and accurate record of all transactions and submit an up-to-date report on the financial condition of the Club at all meetings as well as whenever called upon to do so by a Member of the Board. The Treasurer shall not disburse money in any one month beyond the limit set by the Board without authority from the Board of Directors. Such authority shall be contained in the written minutes of a Board of Directors meeting. In the case of inability to attend any meeting the Treasurer shall cause the necessary books and papers to be conveyed to the place of meeting.

Section (e)

The Board of Directors and elected Officers shall meet monthly except during the summer months, when they shall meet at the call of the Commodore. All elected Officers of the Club may vote at Board meetings, except that the attending ranking Flag

Officer shall act as chairperson of the Board, voting only when required to break a tie. A quorum shall consist of 50% plus 1 of the officers.

The Board of Directors and elected Officers shall have full jurisdiction over all operative and administrative functions of the Club including the following:

i. **EXPENDITURES:** approval for payment of all Club bills other than those being previously specified as payable by the Treasurer without approval of the Board. No capital expenditures may be made without the prior approval of the Board. The amount of a capital expenditure permissible without the approval of a General Membership meeting shall be limited and outlined in the By-Laws of the Club.

ii. **APPOINTMENT OF COMMITTEES:** All committee chairpersons shall be appointed by the Board and their terms and duties shall be defined. Annually, at the first Board of Directors meeting following the Annual Membership Meeting, the Board shall appoint from among the Members of the Board, persons to chair the various committees as designated by the Board.

ARTICLE # 7

The General Membership shall meet as outlined in the By-Laws of the Club. They shall receive correspondence, financial reports, reports of committee chairpersons, discuss general Club affairs, and vote on major capital expenditures and resolutions or recommendations to the Board of Directors. A quorum shall consist of 10% of the General Membership in addition to a quorum of Members of the Board and elected Officers.

The Annual General Membership meeting shall be held before the end of the calendar year.

ARTICLE # 8

Elections shall be by secret ballot and shall take place as terms expire. Offices to be filled by election shall be: Commodore, Vice-Commodore, Secretary, Treasurer and Directors.

The Executive will provide a nomination slate to be included in the notices for the Annual General Membership Meeting.

Additional nominations will be accepted from the membership, providing they are received not later than fourteen (14) days prior to the Annual Meeting. All nominated candidates will be contacted by the Commodore within seven (7) days of their nomination to enable them to declare their willingness to stand for office or to decline.

No nominations will be accepted at the General Membership Meeting nor will there be an advance poll.

A list of all nominees and the office to which they have been nominated will be posted on the Club Bulletin Board seven (7) days prior to the Annual Meeting.

VOTING

The Membership Chairperson shall compile a list of all boats owned by Club Members. This list shall contain: the boat name and description; the name(s) of the boat owner(s); and the names of all non-boat owners. This registry shall be used as a basis in establishing eligibility to vote for or hold office as an officer of the Club.

A maximum of two (2) votes per boat will be allowed, under the following conditions:

- i. Where the boat is legally registered under two (2) owners and both owners are listed on the membership application form.
- ii. Where the boat is owned by one person whose spouse is listed on the membership application form.

NOTE 1: In no case shall any one Member be entitled to more than one vote for each of the offices.

NOTE 2: Social members serving on the Board shall be entitled to vote at all meetings.

Any dispute arising from the list will be heard by the Board of Directors, whose decision is final.

FPYC members who cannot attend a General Meeting called for an election or the Annual General Meeting (AGM), may submit their choice(s) by proxy vote once the Notice of Election Candidates has been posted.

The Commodore shall appoint a Director, who is not up for re-election; to conduct, receive, assemble and submit proxy votes that have been prepared by an eligible voter. The appointee's name shall be made known to the membership at large seven (7) days prior to the meeting at which the election is to take place. The appointed person will be referred to as the 'Director in Charge of Proxy Votes'.

Members voting by proxy may use blank paper or a proxy vote form and will list the candidate of their choice by name and the position for which the candidate is running. Legibility is imperative, spoiled ballots will not be considered. The completed proxy, unsigned, shall be placed in an envelope and properly sealed. The envelope will then be signed by the voter; who, in addition to signing, shall print his/her name legibly and then deliver the envelope to the Director in Charge of Proxy Votes.

Proxy votes must be directed only to the Director in Charge of Proxy Votes who may receive properly sealed votes at any time in the seven (7) days prior to the commencement of the meeting at which the election is to take place.

The Director in Charge of Proxy Votes will count and submit, to the person(s) in charge of counting ballots cast at the General Meeting or the AGM, the total of proxy votes received for each candidate. The proxy votes will count towards the total number of votes cast for that candidate.

Candidates for office to the Board of Directors must receive a simple majority of ballots cast in order to be declared as elected. At least half of the membership of the Board of Directors must be boat owners. In the event that this does not occur, then the non-boat owner with the lowest number of ballots cast shall be dropped and the boat owner with the next highest number of ballots cast shall be declared elected and so on until the required fifty (50) % of boat owners is achieved. The boat's home mooring must be located within the Fifty Point Marina.

ARTICLE # 9

A Member in good standing shall be one whose home mooring is located within Fifty Point Marina and whose annual dues are paid up for the current year and who bears no other indebtedness to the Club. Members in good standing who no longer moor their boat at the Fifty Point Marina, may maintain their full membership at the discretion of the Board so long as their boat is moored outside of Lake Ontario.

ARTICLE # 10

Vacancies for Flag Offices (Commodore and Vice-Commodore) must be filled by election at a General Meeting called for that purpose and due notice of such meeting must be sent to all Members eligible to vote for these offices.

Vacancies to all other Board positions may be filled by the Commodore as approved by the Board to complete the term of the vacancy.

ARTICLE # 11

The granting of new memberships may take place at any Board meeting. Each candidate for membership must file an "Application for Membership". Negative votes from a majority of the elected Board of Directors will defeat the election of a new Member. In the event an applicant is denied membership, the Secretary shall notify the proposed Member who shall have recourse to appeal at the next General Membership Meeting, providing written notice of appeal is received one (1) month prior to that meeting.

ARTICLE # 12

The Board of Directors shall have the power to levy assessments in the amount described in the By-Laws.

ARTICLE # 13

This Constitution may be amended at any regular General Membership Meeting or at a General Membership Meeting called for that purpose. The membership must be notified that the amendment(s) will be voted on. In order for amendments to be passed they must be voted in the affirmative by two-thirds (2/3) of the Members present and voting at the meeting. No amendment can be considered unless it was approved at a Board of Directors meeting. Amendments shall become effective immediately upon their passage at a General Membership Meeting or as soon after as is practical.

BY-LAWS

FIFTY POINT YACHT CLUB

1. Each Member shall pay an annual fee in an amount determined annually by the Board of Directors.

Definitions:

(a) New Member: Person(s) who have never been a Member of Fifty Point Yacht Club or have let their membership lapse for two (2) complete boating seasons.

(b) Reinstated Member: Person(s) who have let their membership lapse but have rejoined before two (2) complete boating seasons have elapsed.

NOTE: There will be two (2) types of memberships recognized by the Club:

(i) Full Membership which would apply to a boat owner with a home mooring within Fifty Point Marina.

(ii) Social Membership which would apply to non-boat owners only.

2. Membership fees shall be paid annually any time after membership applications are circulated. Former Members whose fees are not paid by June 1, of any year will be removed from the active membership list.

3. As referred to in Article 12 of the Constitution, the Board of Directors may levy an assessment to Members in an amount not to exceed fifteen per cent (15%) of the full membership fee.

4. The Board of Directors may make Capital Expenditures not to exceed twenty five hundred dollars (\$2,500) without prior approval of the general membership.

5. Any Member damaging or destroying Club property must pay such compensation as may be set by the Board of Directors.

6. General Membership Meetings shall be held at least once a year and when deemed necessary by the Board of Directors.

7. Notices of General Membership meetings will be given to each Member through the Club's Newsletter and will be posted on the Club's bulletin board.

8. The official Club burgee shall be a pennant, the design of which shall be approved by the Board of Directors.

9. The Club and/or any of its elected officials will not at any time be responsible for personal injury or the loss of or damage to the personal property of Members, their family or guests.

10. Disputes of any nature shall be settled by the Board of Directors.

11. Any Member violating any of the articles of the Constitution or of these By-Laws or who acts in a manner that may bring discredit to the Club, may be charged and summoned before the Board of Directors to answer such charge. The Board of Directors may take such disciplinary action as it deems fit, including expulsion from the Club.

12. These by-laws may be amended by a simple majority vote at any General Meeting. Such amendments shall become effective immediately upon their passage at a General Membership Meeting or as soon after as is practical.

13. Proposed amendments to the Constitution and By Laws must be approved by the Board and distributed to the membership at least Thirty (30) days before a meeting to vote on such amendments.

Voting members as described in Article # 8 shall have 14 days in which to comment on the proposed amendments. The Board shall consider these comments and send out the final proposed amendments seven (7) days in advance of the meeting.

As amended November 21, 2010