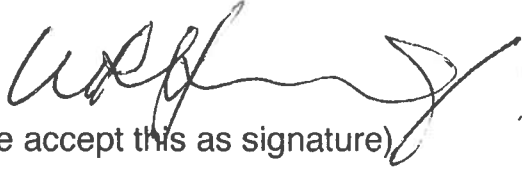


Special Resolution

I hereby certify that the following special resolution was passed at the special meeting of the members of the Sylvan Lake Sailing Club (#503489825) on May 31, 2023.

The bylaws were changed as follows... the existing bylaws are repealed and are replaced by the attached bylaws.

Date 10 January 2024



Signed per WRYoung (please accept this as signature)

William R Young  
(Past) Commodore

RECEIVED  
JAN 11 2024  
Corporate Registry

FILED 104  
JAN 11 2024  
Registrar of Corporations  
Province of Alberta

# SYLVAN LAKE SAILING CLUB BYLAWS

Filed 23 January 2013

Revised 16 October 2021 (not filed)

Revised 29 April 2023

Revised 31 May 2023

## GENERAL

1. Where the word "Club" occurs in these bylaws it shall mean the Sylvan Lake Sailing Club.  
Where the word "Committee" occurs in these bylaws it shall mean the Executive Committee.
2. The fiscal year of the Club shall end on the 30<sup>th</sup> day of September of each year.

## MEMBERS

3. There shall be three (3) classes of membership, namely Active, Honorary and Associate. An Associate Member is:
  - A Youth under the age of 18; or
  - A Post-secondary student aged 18-25 in full time studies; or
  - An individual not actively sailing who wishes to stay connected with the Club's social and educational activities.Other types of Associate membership not outlined above may be approved on a case-by-case basis as decided by the board. An Associate Member may participate in Club activities including crew positions, educational, and social events. An Associate Member is not eligible for:
  - ASA membership through the Club
  - Voting at Club meetings
  - Board roles
  - Fob access to Club facilities
  - Marina slip rental
4. Any person of the age of eighteen (18) years or more wishing to become an Active member may apply in writing to the Committee.
5. The Committee shall consider the application for active membership, and advise the applicant of its decision, within thirty (30) days of receipt of the application.
6. Approval of an application for Active membership shall be by a majority vote of the Committee.
7. By a majority of the votes of the active members present at a General Meeting, an active member may be elected as an Honorary member. An Honorary member shall be entitled to all rights and privileges of the Club, except the right to vote, and to hold office, and shall be exempt from the payment of any fees.

## ACTIVE MEMBERS' RIGHTS AND OBLIGATIONS

8. An active member is entitled to participate in all activities of the Club.
9. An active member, who has not withdrawn, been suspended or expelled, is entitled to attend all General and Special meetings of the Club, and is entitled to vote in person or by virtual means at any meeting of the Club.
10. An active member shall pay fees levied by the Club.
11. A member is obligated, in connection with Club activities, to act in a sportsmanlike manner and in the best interests of the Club.

12. The spouse and minor children of a member shall be entitled to all privileges of the Club, other than the privilege of voting or holding office.

13. No member shall receive any remuneration for serving as a director or officer of the Club.

#### WITHDRAWAL AND EXPULSION

14. A member may withdraw from the Club upon giving notice to the Committee.

15. A member may be asked to withdraw, be suspended for a specified period, or be expelled by the Committee if the member's conduct is found to be improper, unbecoming, unsportsmanlike, or injurious to the Club. Such action by the Committee shall not be taken until the member has been given an opportunity to be heard.

#### ANNUAL GENERAL MEETING

16. The annual general meeting of the Club shall be held within the final fourteen (14) days of October of each year. The Committee may call a General or Special meeting of the Club at any time. Upon request in writing of not less than ten (10) active members, the Committee shall call a Special or General meeting of the Club within a reasonable time of the request.

17. Notice of an Annual, General or Special meeting shall be given by electronic mail ("email"), and through social media at least fourteen (14) days prior to the meeting. Particulars of matters on the agenda to be discussed may be posted on the Club website.

18. Ten (10) active members shall constitute a quorum, and voting shall be by a show of hands. By a majority vote of the active members, any issue including an election issue, may be decided by a secret ballot. Issues shall be determined by the majority of the votes cast, other than with respect to amendments of these bylaws, which shall require approval by Special Resolution. Each active member shall have one (1) vote which must be cast in person and not by proxy or otherwise.

19. The Commodore, or in his or her absence, any other officer selected by the Committee, shall preside at Annual, General or Special meetings. The presiding officer shall arbitrate any issue concerning the Bylaws, and regulate the proper conduct of any meeting.

20. At each Annual General meeting, the Treasurer shall present a financial statement of the Club's income and disbursements, assets and liabilities.

21. At each Annual General Meeting, the active members shall elect a new Committee from among the active members, to take office immediately following the Annual General meeting.

#### BOARD OF DIRECTORS / OFFICERS

22. Board of Directors and Officers, Executive Committee, or Board, shall mean the Board of Directors of the Society.

23. A person appointed or elected a Director and / or Officer becomes a Director and / or Officer if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director and/or Officer if they were not present at the meeting by consented in writing to act as a Director or Officer before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director or Officer pursuant to the appointment or election.

24. Any Director or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.

#### EXECUTIVE COMMITTEE

25. The Club shall be governed by the Executive Committee ("Committee") consisting of the following officers: a Past Commodore, a Commodore, who shall chair the committee, a Vice-commodore who may succeed the Commodore, each of whom shall hold office for one (1) year; a Treasurer, and a Secretary, each of whom shall hold office for two (2) years and whose

terms of office will overlap each other; a Harbour Master, a Fleet Captain, a Director of Assets and Program Director, each of whom shall hold office for one (1) year.

26. The Committee may create sub-committees to carry out specific functions or activities of the Club, under the general governance of the Committee.
27. Meetings of the Committee shall be held as often as required, but at least three (3) times per year and shall be called by the Commodore. Special meetings may be called at any time on the instructions of any two (2) officers provided they request the Commodore in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Committee shall be called upon three (3) days' notice by fax, telephone, or email to all officers. The Executive Committee may meet in person and/or by electronic means.
28. Four (4) officers shall constitute a quorum. The presiding officer shall not vote except to break a tie vote.
29. The Vice-commodore shall preside at any meeting of the Committee in the absence of the Commodore, and shall assist the Commodore in the discharge of his/her duties.
30. Where a meeting cannot be conveniently convened, the Commodore may canvass the officers by telephone or email as to any matter and may obtain the approval of the Committee to a course of action. Such approval shall be recorded in writing attested to by the signature of the Commodore and shall be a valid resolution of the Committee for all purposes.
31. The Committee shall promptly fill any vacancy arising within itself by appointing an active member as an officer.
32. In governing the Club, the Committee shall have the power to:
  - a. Set fees, dues and assessments;
  - b. Regulate, control and disburse funds;
  - c. Make purchases of and sell assets;
  - d. Contract with individuals, businesses or other parties to provide special services that cannot reasonably be provided by volunteers;
  - e. Engage employees and determine their remuneration;
  - f. Limit the number of members;
  - g. Settle complaints of members and discipline members;
  - h. Suspend and terminate members; and
  - i. Publish and enforce rules or regulations approved by the members.
33. The Committee shall require a resolution from the active members prior to making any single expenditure which exceeds \$2,000 over the approved budget.
34. An officer may be removed from the Committee by a majority vote of the active members at a special meeting called for that purpose. Officers who miss three (3) consecutive meetings of the Committee shall be automatically removed from office.

#### BOOKS AND RECORDS

35. The Secretary shall keep accurate minutes of all proceedings of the Committee and the Club, keep the roll of members and their addresses, and have charge of the correspondence and notices of the Club. The Secretary shall have custody of the Seal of the Club which whenever used shall be authenticated by the signatures of any two (2) officers. The Secretary is responsible for giving notices of various meetings as required.
36. The Treasurer shall collect the annual dues and assessments levied by the Club and promptly deposit same to the Club bank account, keep records of the financial transactions of the Club, of the banking of monies received and disbursed, and prepare and present financial statements when called upon to do so. The Commodore, or in his absence the Vice-commodore, and the Treasurer shall approve and sign all cheques and expenditures.

37. The Committee shall appoint an audit committee of two (2) active members of the Club who shall act as auditors of the accounts and annual financial statement; except that, upon a resolution of a majority of active members at a General or Special meeting, an independent auditor may be appointed for a specific purpose and time.
38. The books and records of the Club may be inspected by an active member at the Annual General meeting, and upon reasonable notice being given to the Secretary, at a time and place satisfactory to the Secretary and the member.

#### FEES, DUES AND ASSESSMENTS

39. Notwithstanding section 30, any annual fee, due or assessment to be levied against members generally shall be established each year by the active members at the Annual General meeting.
40. Annual fees, dues or assessments and dock fees shall be paid no later than the first day of April each year, and slip applications shall be shall be paid by the deadline set in consultation with the MBHOA and communicated to the membership. Notification of slip allocation and acknowledgement of payments received shall be given following receipt of payment.
41. Membership fees and other annual dues shall be paid no later than dates set on an annual basis by the annual membership. Any member who is in default in the payment of any fees, dues or assessments on the due date shall automatically be suspended from membership and the benefits of all privileges related thereto, and thereafter such membership may be revoked by the Committee.

#### MAKING, ALTERING OR RESCINDING BYLAWS

42. These bylaws may be rescinded or amended by a Special Resolution in accordance with the Societies Act of Alberta.

#### NOT-FOR-PROFIT

43. The Club is organized and shall operate as a non-profit society and all income, revenue and gifts of any kind received by the Club shall be applied only to the non-profit charitable purposes and objectives of the Club, and its administrative and operational costs.

#### BORROWING POWERS

44. For the purposes of carrying out its objects, the Club may borrow or raise, or secure the payment of, money in such manner as it determines, and in particular by the issue of debentures but this power may be exercised only under the authority of the Club, and in no case shall debentures be issued without prior approval by Special Resolution.