

BYLAWS
OF
VANCOUVER AREA RACING CIRCUIT SOCIETY

PART 1 - MEMBERSHIP

1.1 Members

The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members, and limited to Vancouver area yacht clubs (individually, a “**Member Yacht Club**”) which host one or more event in the current calendar year’s Society Championship Series.

1.2 Club Representative

Each Member Yacht Club will appoint one individual (the “**Club Representative**”) to serve on the Council. A Member Yacht Club may, although is not required to, appoint their fleet captain, or other executive member, as their Club Representative on the council.

1.3 Term of Office

The term of a Club Representative shall begin with his or her appointment by his or her respective Member Yacht Club, and will expire at the time and choosing of that Member Yacht Club. It is the responsibility of each Member Yacht Club to fill it’s vacancy on the Council.

1.4 Duties of Club Representative

A Club Representative, on behalf of his or her Member Yacht Club, shall:

- (a) regularly attend Council meetings;
- (b) be the primary source of communication between their Member Yacht Club and the Society;
- (c) assist in resolving any disputes that might arise between Member Yacht Clubs, their members, and the Society;
- (d) encourage participation in the Society events by acting as an ambassador for the Society at his or her Member Yacht Club and in the community at large; and
- (e) carry out such duties as may reasonably be directed by the Council.

1.5 Member in Good Standing

- (a) A member ceases to be a member in good standing if:

- (i) a Club Representative, or its duly appointed representative fails to attend two consecutive meetings without a satisfactory reason presented to, and accepted by, the other Club Representatives;
 - (ii) it fails to take steps to correct the behavior of a Club Representative who conducts him or herself in an unprofessional manner, slanders the Society or the Council, or if that correction fails, failure to replace the offending Club Representative; or
 - (iii) its Member Yacht Club fails to host an event in any calendar year.
- (b) A person ceases to be a member of the Society if it continues to be not in good standing for six consecutive months.
- (c) A member may be expelled by a special resolution of the members passed at a general meeting, in accordance with the Society Act.

PART 2 - THE COUNCIL

2.1 The Council

The Council shall consist of the Club Representatives, the Division Representatives and the Executive as defined below (collectively, the “**Council**”).

2.2 Duties of the Council

The duties of the Council shall include the following:

- (a) during a properly constituted meeting of the Society, the Council shall be vested with the general management, direction and control over the activities and policies of the Council;
- (b) providing Member Yacht Clubs administrative guidance on the organization and execution of a member event; to assist each other in raising sponsorship funds, and to promote the sport of sailboat racing in the Vancouver area;
- (c) coordinating and promoting the efforts of Member Yacht Clubs in the training and mentoring of race officers; and
- (d) organizing a year end awards banquet that recognizes the accomplishments of boat owners who have participated in the Society’s annual Championship Series.

PART 3 - THE EXECUTIVE

3.1 The Executive

The Executive of the Council shall be charged with the administration of the Council and shall consist of the following officers:

- (a) Chairman;
- (b) Vice Chairman;
- (c) Secretary; and
- (d) Treasurer.

In addition the executive may also have representatives tasked with, but not limited to, the following: Registration, Scoring, Sponsorship, Public Relations, and the Awards Banquet

3.2. Terms of Office

Members of the Executive shall be elected and removed according to the Society's bylaws. The officers shall serve a term of one year beginning with the first meeting held after the annual general meeting and expire after the following annual general meeting, or when they resign, or if they are removed by the Council. Any vacancy occurring in an office between elections may be filled as provided for in the Society's bylaws or if not done so, then by the Chairman, or in the case of a vacant Chairman position, the Vice Chairman will assume the Chairman role and the Vice Chairman position will be filled as provided for in the Society's bylaws or if not done so, then by the Chairman.

3.4 Remuneration

Members of the Executive shall be provided remuneration as deemed appropriate by the Members and voted upon at a General Meeting.

Duties of Officers

3.5 Chairman

The Chairman shall:

- (a) preside at all council meetings when present;
- (b) ensure all duties of other officers and executive are being fulfilled;
- (c) prepare and distribute meeting agendas in timely manner;
- (d) be an ex-officio a member of all sub-committees; and
- (e) carry out such other duties as may reasonably be directed by the Council.

3.6 Vice Chairman

The Vice Chairman shall:

- (a) preside at all Council meetings in the Chairman's absence;
- (b) ensure all duties of division and club representatives are being fulfilled;
- (c) address and report on any disciplinary proceedings; and
- (d) carry out such other duties as may reasonably be directed by the Council.

3.6 Secretary

The Secretary shall:

- (a) keep and distribute the minutes of all council meetings;
- (b) maintain current contact information of all members in good standing;
- (c) ensure the Society's website has the current contact information for members in good standing;
- (d) keep copies of the Society's Constitution, bylaws, and all amendments thereof;
- (e) keep copies of past financial records, minutes, etc.;
- (f) preside over the Society's meetings when he or she is the only officer in attendance; and
- (g) carry out such other duties as may reasonably be directed by the Council.

3.7 Treasurer:

The Treasurer shall:

- (a) submit an annual budget to the council at the first meeting of the calendar year;
- (b) ensure the above budget is approved by the Member Yacht Clubs;
- (c) deposit and disperse funds, and keep the financial records of the council;
- (d) submit a financial report to the council at the annual general meeting;
- (e) ensure the financial statements are signed off at year end by the officers of the Council;
- (f) preside over the Society's meetings in absence of the Chairman and the Vice Chairman; and
- (g) carry out such other duties as may reasonably be directed by the Council.

PART 4 - DIVISION REPRESENTATIVES

4.1 Division Representative

Each Society division will elect one member to serve on the Council (the “**Division Representative**”).

4.2 Term of Office

Division Representatives shall be elected and removed according to the Society’s bylaws. The respective terms of Division Representatives shall begin with the first meeting after the annual general meeting and expire after the following annual general meeting, or when he or she resigns, or if he or she is removed by the Council. If a Division Representative vacancy occurs between elections, the role may be filled by the Chairman by appointment for the unexpired term until such time as Division Representative is elected according to the Society’s bylaws.

4.3 Duties of Division Representatives

A Division Representative shall:

- (a) regularly attend council meetings;
- (b) maintain current contact information for all division boats and their owners;
- (c) provide the above contact information to the Council;
- (d) be the primary source of communication between the Society and the division's boat owners;
- (e) assist in resolving any disputes that might arise between boat owners and the Society;
- (f) act to develop a consensus opinion, or failing that, to ascertain the majority and significant minority opinions of the division’s boat owners on Society-related topics;
- (g) represent the above opinions to the Society on behalf of the division's boat owners; and
- (h) carry out such other duties as may reasonably be directed by the Council.

PART 5 - MEETINGS

5.1 Annual General Meeting

Annual General Meetings shall conform to the following:

- (a) each annual general meeting will be held in the Greater Vancouver area during November on a day and time to be chosen by the Council;

- (b) notice of a general meeting shall be sent to each member in good standing entitled to vote at least 21 days prior to the date of the meeting and shall specify the location of the meeting.
- (c) eight members in good standing entitled to vote shall form a quorum.
- (d) voting rights can be exercised by proxy if written notice has been provided to the Chair at least one hour prior to the general meeting.
- (e) If required according to Bylaw 5.1(f), the following items shall only be brought forward for voting at the annual general meeting, or at a special general meeting:
 - (i) executive positions
 - (ii) awards that require a vote.
 - (iii) events that will comprise the Society's Championship Series.
 - (iv) Any division specific schedules which do not conform to item (iii).
 - (v) Division breaks.
 - (vi) scoring system to be used for the Society's Championship Series.
 - (vii) Divisional ratings systems to be used for the following season.
- (f) Proposals to change to the status quo of any the items listed in Bylaw 5.1(e), including nominations for executive and/or division representative positions, must have been introduced at a previous meeting of the Council, by a member in good standing.
- (g) Items to be presented at the annual general meeting shall include:
 - (i) a copy of the preliminary annual financial statements; and
 - (ii) a proposal for the operating budget for the next fiscal year.
- (h) The agenda of business at Annual General Meetings shall include the following:
 - (i) minutes of the last general meeting;
 - (ii) matters arising out of the minutes;
 - (iii) appointment of election scrutineers;
 - (iv) election of Officers;
 - (ii) voting for items in Bylaw 5.1(e);
 - (iii) presentation of new division representatives;
 - (iv) reports of Officers;

- (v) reports of committees;
- (vi) amendments to bylaws;
- (vii) miscellaneous business; and
- (viii) new business.

5.2 Special General Meetings

- (a) The Chairman shall call a special general meeting at the direction of the Council, or in the event that it is requested, in writing, from at least 8 members in good standing.
- (b) When calling a Special General Meeting, the Chairman shall give 14 days' notice of such meeting, in writing, to each member in good standing.
- (c) Sections 5.1(c), (d), and (e) apply to Special General Meetings.

PART 6 - COUNCIL MEETINGS

6.1 Council Meetings

- (a) A properly constituted meeting of the Council shall be defined as one in which eight members in good standing are present, including at least one officer.
- (b) The Council must hold the first meeting of the calendar year between January 1st and at least one month prior to the first member event of the Society Championship Series. Notification of such a meeting, including known items requiring membership vote, must be sent to each member in good standing at least one week prior to the meeting;
- (c) Additional meetings shall be held at such times as may be designated by the Chairman, or by a request to the Chairman to hold such a meeting provided in writing by at least five members in good standing. If the meeting is by request, the Chairman must schedule a meeting within four weeks. Notification of such a meeting, including known items requiring vote, must be sent to each member in good standing at least one week prior to the meeting;

PART 7 - RULES OF ORDER

7.1 Rules of Order

- (a) During a properly constituted meeting of the members a member may present a motion concerning the general management, direction, and control over the activities and policies of the Society.
- (b) A majority of those voting shall decide all motions, except those with specific criteria as provided for in the bylaws and the *Society Act*.

- (c) Members in good standing must attend meetings to vote or, if they are unable to attend, they must designate a proxy to the chair, in writing (or via electronic mail), at least 1 hour prior to the meeting.
- (d) To vote at an annual general meeting a member in good standing must have attended at least 50% of the meetings held during the current calendar year unless an immediate vote of 75% of those attending approves.

PART 8 - GENERAL

8.1 General Rules of Applicable to all Meetings

- (a) The Chairman, or in his absence, the Vice-Chairman, or senior executive member present, shall preside at all meetings of the Society.
- (b) The Chairman, or in his absence, the Vice-Chairman, or senior executive member present, shall be the final arbiter of the meaning and interpretation of these bylaws.
- (c) In computing the date when notices must be given under any provision of the bylaws requiring a specified number of days' notice of any meeting or event, the date of giving notice and the date of the meeting or event shall be included.
- (d) A majority vote of seventy-five percent (75%) of the votes cast by the members in good standing entitled to vote shall be required to pass a "special resolution".
- (e) A simple majority is required to pass all motions.

PART 9 - AMENDMENTS TO BYLAWS

9.1 Amendments to the By-laws

- (a) All members in good standing entitled to vote and having any new bylaw to propose or any suggestion to make for the alteration of existing bylaws must propose the same to the Council, as a motion, at a meeting prior to a general meeting. The proposed new or altered bylaw will be discussed at the same meeting and, if the motion is passed' the proposal will be put forward for voting at the general meeting.
- (b) No addition, alteration, or amendment shall be made to these bylaws except by "special resolution", notice of which shall be given as provided by Bylaw 11.

PART 10 - NOTICE

10.1 Notice

Notice of documents may be given by the Council to any member either personally or by electronic mail at the last email address, which he has provided to the Secretary.

PART 11 - NOMINATION AND ELECTION OF THE COUNCIL

11.1 Nomination and Election of the Council

A simple majority of those members in good standing eligible to vote will decide elections for Executive positions. A wrestling match on the nearest dock shall decide tie votes.

11.2 Divisional Poll Results

A simple majority resulting from a divisional poll will decide elections for Divisional Representative positions. A wrestling match on the nearest dock shall decide tie votes.

PART 12 - VACANCIES

12.1 Council Vacancies

The Chairman may fill any vacancies on the Council by appointment other than that of Club Representative.

PART 13 - FEES, ASSESSMENTS, AND FINANCIAL MATTERS

13.1 Fees, Assessments and Financial Matters

Any motion to introduce or alter any fees and/or assessments, or any other item affecting the financial position of the Council, may be presented as a motion at any meeting by a member in good standing entitled to vote, however, voting eligibility on financial matters is restricted to Club Representatives.

Any decision on borrowing shall be conducted at a general meeting, only the members by way of the Club Representatives shall be entitled to vote on matters involving borrowing.

PART 14 - FISCAL YEAR

14.1 Fiscal Year

The fiscal year for the Society will be from January 1 to December 31.

PART 15 - DIVISIONAL POLLS

15.1. Divisional Polls

- (a) Divisional polls will be conducted solely upon the recommendation of the Council.
- (b) For a boat owner to be eligible to vote in a divisional poll the boat must:
 - (i) have registered for a Society event, irrespective of division, through the Society event registration system, at least once in the current or previous racing system;
 - (ii) be currently owned at the time the poll is being conducted, and;
 - (iii) at the time of the vote, conform to the division break of the division in which the vote is being cast.
- (c) Divisional polls will be conducted by the divisional representative by a date specified by the Council.
- (d) Other than voting for a Division Representative, the result of any divisional poll is not binding on the Council, or any of its Member Yacht Clubs.

Dated October ____, 2013.

WITNESSES:	APPLICANTS FOR INCORPORATION:
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_____ (Full Name)	_____ Andy Allan
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