

  
CAROL PREST

**BYLAWS**  
**OF**  
**VANCOUVER AREA RACING CIRCUIT SOCIETY**

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**PART 1 - MEMBERSHIP**

**1.1 Members**

The Members of the Society are the regional yacht clubs (individually, a “**Member Yacht Club**”) which host one or more events in the Society’s Championship Series in the current calendar year, and those clubs who subsequently become Members and have not ceased to be Members in accordance with these bylaws.

**1.2 Club Representative**

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

### **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 its vacancy on the Board.

### **1.4 Duties of Club Representative**

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

- (a) regularly attend Board 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 Board.

### **1.5 Member in Good Standing**

- (a) A Member Yacht Club ceases to be a member in good standing if:
  - (i) a Club Representative, or a duly appointed representative fails to attend two consecutive meetings without a satisfactory reason presented to, and accepted by, the Board;
  - (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 Board, or if that correction fails, failure to replace the offending Club Representative; or
  - (iii) the Member Yacht Club fails to host an event in any calendar year.
- (b) A Member Yacht Club ceases to be a Member of the Society if it continues to be not in good standing for six consecutive months.
- (c) A Member Yacht Club may be expelled by a special resolution of the Board passed at a general meeting, in accordance with the Society Act.

## **PART 2 - THE BOARD OF DIRECTORS**

### **2.1 The Board of Directors**

The Board of Directors (the “**Board**”) shall consist of the Club Representatives, the Division Representatives and the Executive (individually, each a “**Director**”).

## **2.2 Duties of the Board of Directors**

The duties of the Board shall include the following:

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

## **PART 3 - THE EXECUTIVE**

### **3.1 The Executive**

The Executive of the Board shall be charged with the administration of the Society and shall consist of the following Officers:

- (a) Chair;
- (b) Vice Chair;
- (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, Communications, 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 Board. 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 Chair, or in the case

of a vacant Chair position, the Vice Chair will assume the Chair role and the Vice Chair position will be filled as provided for in the Society's bylaws or if not done so, then by the Chair.

### **3.3 Remuneration**

Members of the Executive shall not be provided remuneration unless deemed appropriate by the Board and voted upon at a General Meeting.

### **3.4 Duties of the Chair**

The Chair shall:

- (a) preside at all Board 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 ex-officio a member of all sub-committees; and
- (e) carry out such other duties as may reasonably be directed by the Board.

### **3.5 Duties of the Vice Chair**

The Vice Chair shall:

- (a) preside at all Board meetings in the Chair'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 Board.

### **3.6 Duties of the Secretary**

The Secretary shall:

- (a) keep and distribute the minutes of all Board meetings;
- (b) maintain current contact information of all Directors and Members in good standing;
- (c) ensure the Society's website has the current contact information for Directors 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 Board.

### **3.7 Duties of the Treasurer:**

The Treasurer shall:

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

## **PART 4 - DIVISION REPRESENTATIVES**

### **4.1 Division Representative**

Each Society division will elect one representative to serve on the Board (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 Board. If a Division Representative vacancy occurs between elections, the role may be filled by the Chair by appointment for the unexpired term until such time as a Division Representative is elected according to the Society's bylaws.

### **4.3 Duties of Division Representatives**

A Division Representative shall:

- (a) regularly attend Board meetings;
- (b) maintain current contact information for all division boats and their owners;
- (c) provide the above contact information to the Board;

- (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 carry out such other duties as may reasonably be directed by the Board.

## **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 the last quarter of the fiscal year on a day and time to be chosen by the Board.
- (b) notice of a general meeting shall be sent to each Member and Director 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 Directors 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 the status quo of any 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 Board, by a Director 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;
  - (v) voting for items in Bylaw 5.1(e);
  - (vi) presentation of new division representatives;
  - (vii) reports of Officers;
  - (viii) reports of committees;
  - (ix) amendments to bylaws;
  - (x) miscellaneous business; and
  - (xi) new business.

## **5.2 Special General Meetings**

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

## **PART 6 - BOARD MEETINGS**

### **6.1 Board Meetings**

- (a) A properly constituted meeting of the Board shall be defined as one in which eight Directors in good standing are present, including at least one officer.
- (b) The Board must hold the first meeting of the calendar year between January 1<sup>st</sup> 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 a vote, must be sent to each Director 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 Chair, or by a request to the Chair to hold such a meeting provided in writing by at least five Directors in good standing. If the meeting is by request, the Chair must schedule a meeting within four weeks. Notification of such a meeting, including known items requiring a vote, must be sent to each Director 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 Board, a Director 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) Directors 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 Director 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 Applicable to all Meetings**

- (a) The Chair, or in his absence, the Vice-Chair, or senior executive member present, shall preside at all meetings of the Society.
- (b) The Chair, or in his absence, the Vice-Chair, 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 Directors in good standing entitled to vote shall be required to pass a "special resolution".
- (e) A simple majority of the votes cast by the Directors in good standing entitled to vote shall be required to pass all motions.

## **PART 9 - AMENDMENTS TO BYLAWS**

### **9.1 Amendments to the By-laws**

- (a) All Directors 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 Board, 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 10.

## **PART 10 - NOTICE**

### **10.1 Notice**

Notice of documents may be given by the Board to any Director or 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 BOARD**

### **11.1 Nomination and Election of the Board**

A simple majority of those Directors in good standing eligible to vote will decide elections for Executive positions.

### **11.2 Divisional Poll Results**

A simple majority resulting from a divisional poll will decide elections for Divisional Representative positions

## **PART 12 - VACANCIES**

### **12.1 Board Vacancies**

The Chair may fill any vacancies on the Board 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 Society, may be presented as a motion at any meeting by a Director in good standing entitled to vote, however, voting on club fees is restricted to Club Representatives.

Any decision on borrowing shall be conducted at a general meeting.

## **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 Board.
- (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, at least once in the current or previous racing season;
  - (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 Board.
- (d) Other than voting for a Division Representative, the result of any divisional poll is not binding on the Board, or any of its Member Yacht Clubs.

## **PART 16 – PROVISIONS FROM THE SOCIETY’S PRE-TRANSITION CONSTITUTION**

16.1. The Society, during its lifetime and upon its winding up or dissolution, will be operated without purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its objectives. **This paragraph was previously unalterable.**

16.2. In the event of dissolution or the winding-up of the Society, and following the payment of debts and liabilities then owing by the Society, all remaining assets must be distributed to one or more recognized, registered charitable organization in the Province of British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the Society at the time of winding up or dissolution. **This paragraph was previously unalterable.**