

***BYLAWS OF THE SASKATCHEWAN SAILING
CLUBS ASSOCIATION***

January 2010

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By-Laws of the Saskatchewan Sailing Clubs Association, a Corporation under the Non-Profit Corporations Act.

I. MEMBERSHIP

There shall be four (4) classes of membership as specified in Articles of Incorporation, Schedule 1.

II. FEES

1. Fees for each Class shall be prescribed by the members in a General Meeting, by simple majority vote.

If a member withdraws or resigns, there is no rebate of any portion of fees paid.

III. OFFICERS AND DIRECTORS

1. The Officers shall be:

- Immediate Past President
- President
- Vice-President
- Racing Director
- Training Director
- Treasurer
- Communication Director

2. The Directors shall be the Officers and additional members. The number of additional members and of Officers may be altered by a majority vote at a meeting of members, except that the total number of Directors may not exceed 12 nor be fewer than six (6).

3. All Directors shall be members of a Club which is a CATEGORY A member.

4. All Directors, other than the Secretary, shall retire from office subsequent to each Annual General Meeting. A retiring Director shall be eligible for re-election.

5. The Directors shall appoint annually a Nominating Committee, which shall present a slate of Officers and Directors, other than the Secretary, to the Annual General Meeting. Additional nominations may be made in writing by any two members present at the Annual General Meeting. Voting, if required, shall be by secret ballot.

6. A Secretary shall be appointed annually by the other Officers as soon as possible following the Annual General Meeting. The Secretary shall continue in office until the Officers have appointed a successor. The Secretary shall be eligible for re-appointment.

7. The President shall preside at all general meetings of the Association and at all Directors' meetings; he/she shall be a member of all committees other than the Nominating Committee.
8. The Vice-President shall perform the duties of the President in his absence or inability to act.
9. The Racing Director shall be responsible, under the general supervision of the President, for the co-ordination of the activities of the Association connected with racing and development of racing sailors.
10. The Training Director shall be responsible, under the general supervision of the President, for the co-ordination of the activities of the Association connected with education, recreational and cruising sailing.
11. The Treasurer shall keep the financial records, advise on budget preparation, prepare necessary statements, pay and receive the Association's monies.
12. The Secretary shall prepare minutes of meetings and carry out other duties as specified by the President or the Directors.
13. By resolution moved and carried by a majority vote at a special general meeting of the Association, a Director may be removed from office.
14. The Directors may fill a vacancy in the Officers or Directors for the unexpired term of the vacancy.

IV. FINANCIAL

1. The Fiscal Year shall be from 1 November to 31 October.
2. The Annual General Meeting shall appoint an Auditor. The Directors may fill a vacancy that arises in the position of auditor. The auditor may not be a Director.
3. The Directors shall annually adopt a resolution concerning signing officers.
4. Any person may inspect the financial statements of the Association at a time and place arranged with the Treasurer and may make extracts therefrom.

V. GENERAL MEETINGS

1. The Annual General Meeting of the Association shall be held within 90 days following the close of the fiscal year.
2. A Special General Meeting may be called by the President as and when he/she considers it necessary, but he shall call a Special General Meeting when requested to do so in writing by at least five (5) Clubs (CATEGORY A members).
3. Notice of a General Meeting shall be given to members by means of notices mailed or e-mailed to members at least three (3) weeks prior to the meeting or in special circumstances by other means authorized by the Directors.
4. Twelve (12) persons present and eligible to vote shall constitute a quorum of a general meeting, provided that at least six (6) represent members of CATEGORY A.
5. Voting shall be by show of hands according to proportional representation outlined below, except for a contested election of Officers and Directors, or unless a written ballot is requested by at least two (2) members, either before or after a show of hands. The President shall vote only to break a tie vote.

VI. DIRECTOR'S MEETINGS

1. The Directors shall meet at the call of the President and may adjourn and otherwise regulate their meetings as they determine.
2. Notice of a meeting shall be given to the Directors at least one week prior to the date of the meeting provided, however, that the Directors may meet on regular dates without notice or may, by unanimous consent, meet at any time or place without notice.
3. A quorum shall be at least 50% of the Directors holding office at the time of the meeting.
4. Each Director (including the President) may cast one vote on a motion. In the case of a tie vote, the motion is lost.

VII. AMENDMENT

1. The Articles of Incorporation or the Bylaws may be amended on a motion passed by the Directors and approved by a majority of the votes that may be cast by voting members and by Directors at a General Meeting or in a mail ballot.

2. The Articles of Incorporation or the Bylaws may also be amended on a motion presented by at least five (5) members, circulated to members at least two weeks in advance of a General Meeting, and approved by a majority of votes that may be cast at that meeting by voting members and by Directors.

SCHEDULE 1

CLASSES OF MEMBERSHIP

There shall be four classes of membership as follows:

CLASS A

SAILING CLUBS in the Province of Saskatchewan, upon application for membership and approval by the Directors, if in the opinion of the Directors: the Club is a non-profit corporation; the Club is actively conducting a sailing program, including racing and/or recreational aspects; and the Club is a member of the Canadian Yachting Association.

CLASS B

CLASS ASSOCIATIONS in the Province of Saskatchewan recognized by the Directors.

CLASS C

NON-PROFIT SAILING SCHOOLS OR INSTRUCTIONAL ORGANIZATIONS upon application and approval by the Directors in their sole discretion, if in the opinion of the Directors the admission will contribute to the educational objectives of the Association, provided that the applicant is a non-profit organization and joins the Canadian Yachting Association in the CYA's categories of Schools, Camps, or Miscellaneous.

CLASS D

HONORARY MEMBERS, who shall be nominated by the Directors and approved at a meeting of members and who shall be exempt from payment of fees. Any person who has given distinguished service to sailing may be elected for honorary membership at the meeting of members, following nomination by the Directors.

VOTING

1. At any meeting of members the voting shall be as follows:

A) Members of CATEGORY A -- SAILING CLUBS are entitled to vote in proportion to the members for whom fees have been paid to the SSCA and CYA as outlined in the following schedule:

- * Clubs of 1 - 10 members --- one (1) vote
- * Clubs of 11 - 30 members --- two (2) votes
- * Clubs of 31 - 50 members --- three (3) votes
- * Clubs of over 50 members --- four (4) votes
- * (Each representative, or their proxies, may cast one vote on any question)

B) Members of CATEGORY B -- CLASS ASSOCIATIONS shall be entitled to be represented by one person, who may vote on any question (except an amendment to the Bylaws).

C) Members of CATEGORY C shall be entitled to be represented by one person, who may vote on any question (except an amendment to the Bylaws).

D) Members of CATEGORY D-- HONORARY MEMBERS may not vote on any question.

E) DIRECTORS may vote on any question.

2. If an e-mail ballot is required, each voting class shall have the number of votes, specified in 1. above, cast by the Commodore (or other officer) of the Club, Association or School.

REMOVAL FROM MEMBERSHIP

1. Members in CATEGORY B -- CLASS ASSOCIATIONS and CATEGORY C -- SCHOOLS may be removed from membership by the Directors if they are considered to be insufficiently active or for other cause.

SCHEDULE 2

OBJECTIVES OF THE CORPORATION

The objects of the Corporation are:

- to be the Provincial Sports Governing Body of the Sport of Sailing in Saskatchewan;
- to develop, manage, co-ordinate and encourage all areas of the sport, whether competitive, recreational, or educational;
- to develop and maintain Sailing as a healthy and safe competitive and recreational activity;
- to represent the interests of its members to the public and to national organizations such as the Canadian Yachting Association.

The activities of the Corporation are restricted to activities that are conducive or incidental to the attainment of these objects.