

Bylaws
of
The Regina Beach Yacht Club Inc.

1. NAME AND GOVERNING LAW

1.1 The Regina Beach Yacht Club Inc. hereinafter called "**RBYC**" is a membership corporation continued pursuant to *The Non-profit Corporations Act* (Saskatchewan) (the "**Act**").

2. MEMBERSHIP

2.2 QUALIFICATIONS FOR APPLICATION FOR MEMBERSHIP

A person shall be qualified for a membership if the person meets the qualifications set forth in Schedule "A" to these Bylaws provided always that no person shall be admitted to membership of RBYC as a member until that person's application for membership has been approved by the RBYC Board of Directors (the "**Board**").

2.3 MEMBERSHIP INTERESTS

2.3.1 Membership interests shall be issued and made available for purchase in the discretion of the Board. Further, the value of the each class of membership interest shall be determined by the Board in accordance with the policy of the club established by the Board from time to time.

2.3.2 The membership interest fee is a onetime non-refundable fee payable for new Class A, B and C members. This interest may be transferred to an immediate family member (spouse or child) upon Board approval. Any subsequent transfers of the interest will require Board approval and a transfer fee as set at that time. Transfer approvals shall be subject to payment by the member of such fees as the Board determines from time to time.

2.3.3 The subscription fee is a one-time refundable fee. This interest may be transferred to an immediate family member (spouse or child) upon Board approval. Any subsequent transfers of the interest will require Board approval and a transfer fee as set at that time. Transfer approvals shall be subject to payment by the member of such fees as the Board determines from time to time. Class A, B and C members may, upon death, retirement, expulsion or resignation as members, apply to the Board for redemption of the member's subscription fee. The Board shall have the absolute discretion to approve the redemption and may consider such factors as it deems appropriate, including without limitation the financial condition of the RBYC, other

concurrent redemption requests and whether new members are likely to replace the departing member. If the request is not approved, the redemption may be suspended for such periods of time as the Board may determine from time to time in its discretion. During such suspension, no other redemptions shall occur. The redemption price shall be the then applicable subscription fee payable on the applicable class of membership, notwithstanding the fee actually paid by the member.

2.4 MOORAGE

Rental of slips, lifts, and buoys are subject to the provisions of the RBYC Moorage Policy. The policy is determined by the Board from time to time and made available to every member. The moorage policy will also be available at the RBYC club house and in the RBYC website. A member must be a Class A in good standing to be assigned moorage.

3. HONOURARY LIFE MEMBERSHIP

3.1 Members present at the Annual General Meeting may elect, as an Honourary Life Member, any member of the RBYC who has given outstanding service to the RBYC; provided, however, that the Board has passed a motion for such an election.

3.2 Honourary Life Members' annual membership fees are waived. All other applicable fees and charges are payable by such member and the member shall not receive any food and beverage credit applicable to other members.

3.3 Upon the death of an Honourary Life Member, the membership may be transferred to his/her spouse with the approval of the Board. If there is no spouse, the membership ceases.

4. MEMBER INTEREST, SUBSCRIPTION AND SLIP/MOORING FEES

4.1 All fees are determined annually by the Board. Upon approval of the fees and prior to the start of the next membership year, the RBYC will communicate to each member: 1) the amount of the fees, 2) their amount due, and 3) payment process. The fees will also be posted on the RBYC website.

4.2 Non-payment: Fees are due and payable in full by April 30, or at such other date as set by the Board, in the year to which the fees pertain. Failure by a member to submit all fees in full by the due date will result in suspension of privileges and may result in forfeiture of membership at the discretion of the Board.

5. YEAR END

5.1 The Fiscal Year End of RBYC shall be December 31.

5.2 The membership term shall be May 1 to April 30.

6. GOVERNANCE

6.1 OFFICERS

6.1.1 The Officers shall be a Commodore and a Vice-Commodore, and shall be elected internally from the Board annually following the Annual General Meeting. An Officer may serve as Commodore for two consecutive one-year terms only, but may serve again after an intervening Commodore has served.

6.1.2 It shall be the duty of the Commodore to preside as chair at all general meetings and meetings of the Board, to enforce the Bylaws and rules, and generally to supervise the affairs of the RBYC. The Vice-Commodore shall perform the duties of the Commodore in the absence of the latter. In the absence of both the Commodore and the Vice-Commodore, a Chair elected for that purpose by the members or by the Board, as the case may be, shall discharge such duties.

6.1.3 The Commodore shall be an ex-officio member of all committees.

6.1.4 The immediate Past-Commodore shall be an ex-officio member of the Board for the following year.

6.1.5 The Secretary and the Treasurer are positions appointed by the Board. Their duties will be outlined in writing by the Board.

7.2 DIRECTORS

7.2.1 The Immediate Past-Commodore is invited to the meetings of the Board, and shall be an observer only at these meetings.

7.2.2 Meetings of the Board shall be held at the call of the Commodore or upon a requisition to the Commodore by at least three members of the Board.

7.2.3 The Board shall have the entire management of the affairs of the RBYC, and, for such purposes, may disburse funds, appoint committees, which may consist of members other than Board members, employ officials and servants, and make, amend or repeal any rules they deem proper in the conduct of business, provided such rules do not conflict with the Bylaws. The interpretation put upon the Bylaws and rules by the Board shall govern.

7.2.4 The Board may not pass a resolution to approve incurring indebtedness or granting security over the assets of the RBYC without the consent of the members.

7.2.5 The Board shall have the power to remove a fellow member from the Board for cause, as per the Act and the regulations thereunder.

7.2.5.1 A Board member may be removed from his position for failure to attend meetings without good cause, as determined by the Board.

8. MANAGEMENT

8.1 Management of the day-to-day operations of the RBYC is the responsibility of the RBYC management. The management is hired by the Board and reports to the Board. The management takes direction and is responsible to only those Board members designated by the Board for this purpose.

8.2 In addition to management and operational services, the management is the primary interface between the membership, the Board and the public. In this capacity, the management assists members with individual requirements and ensures a supportive environment for enjoyment of the RBYC by all members within the guidelines of its bylaws and policies.

9. MEETINGS

9.1 The Annual General Meeting of the RBYC shall be held within one hundred twenty (120) days of each fiscal year end. Notice of the time and place of the Meeting shall be given by the Secretary to each member at least thirty days previously. The AGM should be held at the RBYC facilities whenever possible. Attendance at meetings and voting may be conducted electronically in accordance with applicable law, if approved by and in accordance with such methods as are approved by the Board.

9.2 Proxy Votes: Duly authorized proxy votes are recognized for General or Special Meetings

9.3 Other meetings may be held throughout the course of the year, at the discretion of the Board. There will be at least one held during the summer months. If the meeting is held in June, July, August, or September, notice of such meetings to the membership

shall be sufficient if posted in a conspicuous spot on the RBYC premises at least fifteen days prior to the meetings. If held in any other month, a reasonable effort will be made by e-mail to notify each member at least fifteen days prior.

9.4 A Special Meeting shall be called by the Secretary upon the request of the Board or upon the request in writing and signed by at least ten members, who, in the request, shall specify the business to discuss and transact. Such business shall be stated in the Notice of the Meeting and no other special business shall then be discussed and transacted. Members shall be given at least fifteen days' notice prior to this meeting. At all meetings, the majority of votes shall prevail, except as herein otherwise provided or as required by the Act.

9.5 The quorum for an Annual General Meeting and other called meetings shall be twenty members entitled to vote; for a meeting of the Board or a committee meeting, more than 50% of its members.

9.6 Questions shall be decided by open vote, unless the meeting otherwise decides, with the majority to prevail.

9.7 In the case of an equality of votes, the Commodore shall have the casting vote.

10. ELECTIONS

10.1 The Board shall be elected at the Annual General Meeting.

10.2 The Officers will be elected from within by the Board.

10.3 When two members receive the same number of ballots, a vote of all members present shall be taken. Such vote shall be decisive. In the case of a further tie, the Commodore shall have the casting vote.

10.4 At a time determined by the Board, a Nominating Committee comprised of not less than two Board members and not more than three other members shall be appointed. The mandate of the Nominating Committee is to acquire the required minimum number of candidates for the next Annual General Meeting elections.

10.5 Nominations for directors shall be made by voting members of the RBYC in good standing and can made either on a form available from the Secretary or from the floor at a duly-called Annual General Meeting.

10.5.1 Nominations are acceptable by "Proxy" only if signed and dated by a member in good standing and the Nominee indicating his/her willingness to let his/her name stand.

10.6 TENURE OF OFFICE

10.6.1 The officers and directors shall hold office for two years or until their successors are elected.

10.6.2 Officers and directors shall be eligible for re-election.

10.6.3 Directors elected shall take office immediately following the Annual General Meeting.

10.6.4 Directors shall retire from office at the end of their term and be replaced or be re-elected by election.

10.6.5 If a minimum number of directors is not obtained at the Annual General Meeting, the bylaws pertaining to elections will revert to provisions in Act.

11. DISCIPLINE

11.1 The Board, of its own accord or upon complaint in writing from a member, may suspend indefinitely or for a fixed period any member who, in its opinion, has willfully broken any of the rules of the RBYC, or has said or done anything which is likely to bring discredit to the RBYC, or is detrimental to the members, of which the Board shall be the sole judges; provided that notice has been sent to the offending member by registered mail to his/her address as shown on the books of the RBYC, stating the full particulars of the complaint and the name of the member who is making the complaint. The Secretary shall mail notice of such suspension to the suspended member.

11.2 Any member who has had a complaint made against him or her by the Board, or another member, shall be given the opportunity to present his or her case to the Board, upon written notice, which notice must be sent within fifteen days from the date of the mailing of the notice of possible suspension to the Secretary of the RBYC.

11.3 While under suspension, the member shall have no privileges of the RBYC.

11.4 The Board may revoke the suspension at its discretion.

11.5 Any suspended member shall have the right of appeal to a Special Meeting of the RBYC membership. Such meeting shall be called to consider the appeal, provided the suspended member gives notice in writing of his or her desire to appeal by registered mail to the Secretary within thirty days after the mailing of the notification of his or her suspension. Notice of such meeting shall be mailed to the suspended member. If the meeting by a majority sustains the suspension, the offending member shall be deemed to be expelled, shall cease to be a member and shall forfeit all privileges of the RBYC, membership interest, and the balance of dues.

12. RESIGNATIONS

12.1 All resignations of membership shall be in writing and addressed to the Commodore.

13. VACANCIES

13.1 The Board may fill any office that becomes vacant or any vacancy on the Board or on any Committee. Such appointment shall remain in effect until the next Annual General Meeting.

14. FINANCE

14.1 Any two of the appointed signing officers shall sign cheques. All cheques payable to the RBYC shall be endorsed for deposit to the credit of the RBYC.

14.2 Stocks, bonds and any other securities belonging to the RBYC may, on the authority of the Board, be assigned or transferred to its bankers, and any such assignment or transfer shall be signed by any two of the signing officers as set out in 14.1 above.

15. ORDER OF BUSINESS

15.1 The Order of Business at the Annual General Meeting shall be as follows:

15.1.1 Minutes of the previous meeting.

15.1.2 Reports

15.1.3 All business, whether general or special, that is not otherwise listed above or hereinafter.

15.1.4 Election of directors.

15.1.5 Other business that may be brought before the Meeting and is deemed proper to be considered by the Chair.

16. AMENDMENTS

April 22 - 2021

16.1 Amendments to the Bylaws may be made at any Annual General Meeting, provided that notice of proposed amendment(s) has been given in writing to the Secretary at least twenty-one days prior to the meeting. The Secretary shall publish the notice at least fourteen days before the Annual General Meeting.

Effective as of April 22, 2021.

Schedule "A": Qualifications for Membership

1. A person shall be qualified to apply for admission to the RBYC as a member if the applicant:
 - a. Is a natural person and is at least 18 years of Age or, if the applicant is a corporation, the corporation is In good standing and has designated a natural person who is at least 18 years of age and is designated by the applicant to enjoy the rights and privileges associated with the membership;
 - b. Is nominated for membership by a member, who is not, at the time of the nomination, a director of the RBYC;
 - c. Makes written application to the RBYC in the form prescribed from time to time by the Board and provides such further and other information as the Board may request; and
 - d. Has paid all fees prescribed by the Board from time to time for application as a member.