Jericho Sailing Centre Association

CONSTITUTION & BYLAWS
(Revised Oct 24, 2023)

1.) The name of the Association is "Jericho Sailing Centre Association".

2.) The objects of the Association shall be:

A. To manage and develop a facility or facilities for sailboats and other non-motor-powered craft, and related activities in the Greater Vancouver area.

B. To promote, conduct and direct programs for:
1. recreational sailing and boating,
2. sail and other boat training and instruction,
3. seamanship, safety and maintenance,
4. boat storage,
5. sailboat racing and competition.

C. To work cooperatively with other community groups, agencies and organizations (private, public, First Nations, and professional) having similar objectives of the Association.

D. To contract with the Board of Parks and Recreation of the City of Vancouver and any other organization, public or private, for the use and management of facilities to meet the objectives of the Association.

E. To operate in a way that demonstrates environmental stewardship; leveraging affordable, climate-friendly, and sustainable practices, be it in relation to land use, facility management, new technologies, or program delivery.

3.) The operations of the Association are to be chiefly carried on in the City of Vancouver in the Province of British Columbia.

BY-LAWS

By-law I. Membership

1) The Association shall have three classes of membership as follows; Active, Family and Honorary.

2) Any person actively interested in the aims and objectives of the Association can become an active member of the Association upon payment of such annual membership fee as may from time to time be determined by the Board of Directors.

3) Family memberships shall be established to include parents or guardians, and their children under the age of eighteen (18) years. The annual fee for such Family membership shall be fixed by the Board of Directors from time to time. In the case of Family Memberships the parents or guardians shall be entitled to all the rights and privileges of active members including the right to vote.

4) Any person who has made an outstanding contribution to the welfare or objectives of the Association or the objectives may be elected to honorary membership on recommendation of the Board of Directors. Such recommendations shall be made at the Annual Meeting.

5) Honorary members shall be entitled to all privileges of membership except those of voting or holding office.

6) The Board of Directors of the Association shall have the power, by vote of three-fourths of those present at a duly convened meeting, to expel or suspend any member when the conduct of such member shall be considered by the Board of Directors of the Association to be improper, unbecoming or likely to endanger the welfare, interest or character of the Association, or when such member wilfully commits a breach of the By-laws or rules of the Association.

   No such member shall be expelled or suspended without first having been notified of the charges and then given opportunity to be heard by the Board of Directors of the Association at a meeting of the Board of Directors to be called for the purpose; such notification shall be sufficient if mailed to the member's usual place of address by registered mail at least five (5) days prior to the meeting.

   If the member so desires, the decision of the Board of Directors of the Association may be appealed at the next annual meeting of the Association, held after the date of expulsion; the decision of this meeting to be final, but until such appeal has been allowed such person shall no longer be a member of the Association.

7) The following clubs, co-ops and fleets listed in Appendix A ("List") shall be recognized as the Jericho Sailing Centre Association's club partners. This List shall be reviewed and updated annually as required by the Board of Directors and the updated List shall be appended to the By-Laws without the need for membership approval at the next applicable Annual Meeting.
Appendix A:
JSCA club partners:
Adaptive Sailing Association; 28th Burnaby Sea Scouts; Club Locarno; Companionway Sailing Club; Discovery Sailing Club; Hobie Fleet #214; ILCA Fleet; Jericho Paddling Club; Pacific Lifesaving Club; Salish Sea Coastal Rowing Club Vancouver; Sea Cadets; Sea Dragon Sea Scouts; Tasar Fleet; UBC Old Boys Rugby Club; UBC Sailing Club; Vancouver Lifeguard Association; Viking Sailing Club.
(To be updated as required by JSCA General Manager and formerly reviewed and endorsed by the Board of Directors prior to being appended to the By-Laws. Membership will be informed of the update at the next Annual Meeting, but there is no requirement for membership approval).

8) That each Club, Fleet and co-op shall have the right to provide non-commercial sail and other boat training and instruction to members of good standing of their own club, fleet or co-op at the Association, subject to the Association Board approval.

By-Law II. Governing Body

1) That the governing body of the Association shall be the Board of Directors consisting of 15 members of the Association.

2) At the Annual General Meeting of the Association in even years, the members present shall elect 7 Directors to serve for 2 year terms. In odd years, the members present shall elect 8 Directors to serve for two year terms. In all years the members present shall elect any other Directors to serve for 1 year terms. Directors shall hold office unless removed by resolution at a duly convened meeting of the Directors by a vote of not less than three quarters (3/4) of those present for which notice of such proposed resolution was given.

3) That each year the directors shall establish a date for the close of nominations for the election of directors, and shall, at least 6 weeks before that date:

a) appoint a Nominations Committee, consisting of three members of the JSCA, for that election.

b) notify all members of the Association, in a manner determined by the directors, that an election of directors is to take place, specifying the number of positions to be filled, inviting names of nominees to be submitted to the Nominations Committee and specifying the date for the close of nominations, which shall be, in any event, no less than two weeks prior to that Annual General Meeting.

4) That the day prior to the Annual General Meeting, the membership list of the Association shall be closed, and only those members in good standing as of the close of

business of the Association on such date shall be eligible to cast ballots in the election of directors.

5) In addition to those persons specified in paragraph one herein there shall be two additional directors who shall be appointed from time to time by the Vancouver Board of Parks and Recreation.

6) The Board of Directors shall elect the officers of the Association from their members at the first board meeting following the annual general meeting who shall hold office unless removed by resolution at a duly convened meeting of the directors by a vote of not less than three-quarters of those present and voting for which notice of such resolution was given.

7) A vacancy occurring on the Board of Directors shall be filled by the Directors for the balance of the current year of the term of the vacating director. If there is more than one year remaining in the term, the members present at the Annual General Meeting shall elect a Director to serve for the second year of the term. Notwithstanding, if a vacancy occurs with 3 months or less remaining in current year of the term, the Board of Directors may leave the position vacant and the position shall be filled by electing a Director at the next Annual General Meeting for the appropriate term.

8) Six (6) members of the Board of Directors shall constitute a quorum.

9) The Board of Directors shall meet at such times as are necessary for the conduct of the business of the Association and at least six times a year. Notice of such meeting shall be sent to each director not less than seven days prior to the date set for such meetings.

10) If any member of the Board of Directors is absent for more than three (3) of the meetings of the Board that person may be asked to resign their place on the Board by a resolution of the Board.

11) No employee of the Jericho Sailing Centre Association, or its partners, may serve as an elected member of the Board.

12) The Board of Directors shall appoint a General Manager for the Association. The appointed General Manager shall not be a voting member of the Board of Directors.

13) In accordance with the non-profit service to the community philosophy of the Association, Directors, or any financial venture with which they are associated, shall not receive from the Association, any salary, or financial or non-monetary benefit, except for the reimbursement of out of pocket expenses incurred while conducting necessary Association business.

14) That no Directors shall move, second, or vote on any motion which concerns his or her financial interest.

15) That Directors shall declare any possible conflict of interest during the discussion of any motion.

By-Law III. Officers

1) The officers of the Association shall be a president, a vice-president, a secretary and a treasurer and they shall constitute the executive committee of the Association.

2) The president shall preside at all meetings of the Board of Directors of the Association and shall call special meetings of the Board of Directors whenever the President deems it necessary or upon the written request of six (6) members of the Board of Directors.

3) A) The Vice-President shall perform the duties of President in the event of the President's absence, resignation or inability to perform his or her duties. In the absence of both the President and Vice President, the Board shall nominate and elect a chairperson *protem*.

B) If any office becomes vacant the Board of Directors shall elect a new officer to fill the vacancy.

4) The secretary shall maintain and have charge of all records and minutes of the Association and of all committees thereof under the direction of the Board of Directors.

5) The Treasurer shall have oversight of the Association revenues and expenditures together with its assets and liabilities and shall report to the Board of Directors on the Association's financial health. The Treasurer shall have access to the Association financial records, with such records being kept at the head office of the Association. The Treasurer shall work alongside the Association General Manager with the latter being responsible for financial operations and record keeping. The Treasurer and Association General Manager shall coordinate the conduct of the annual audit of the Association's accounts and the presentation of the auditor's report to the Board of Directors for their review and approval. The Board approved audit report will be made available to the membership on request. All funds of the Association are to be deposited in a chartered bank or credit union.

By-Law IV. Committees

1) The Board of Directors shall appoint such committees as may be necessary to fulfill the aims and objects of the Association. The chairman of such committees may be required to attend and to report at the meetings of the Board of Directors.

By-Law V

1) The annual meeting of the Association shall be held in the fourth quarter of each calendar year at such time and place as may be determined by the Board of Directors. Notice of such an annual meeting shall be sent to members in good standing not less than fourteen days prior to the date set for such annual meeting.

By-Law VI. General Meeting

1) General meetings of the members of the Association, other than the annual meetings, may be called on such day, time and place as may be determined by the Board of Directors. Notice in writing, stating the business to be put before the membership, shall be sent to all members of the Association in good standing, not less that fourteen days prior to the date set for the general meeting.

2) A quorum at any general meeting of the Association shall be twenty (20) members.

By-Law VII. Voting at Meetings

Only those members in good standing who are present at the annual meeting or a general meeting will be allowed to vote.

By-Law VIII. Rules of Order

Robert's Rules of Order will prevail at all meetings of the Association.

By-Law IX. Accounts and Seal

1) The accounts of the Association shall be audited at the end of the fiscal year by a qualified auditor or auditors who is/are not directors or officers of the Association. The auditors who sign report, or their authorized designate, shall be presented at the annual meeting of the Association.

2) a)Custodian of the seal of the Association shall be the secretary.

b)The Seal of the Association shall be affixed to any instruments only in the presence of such officers as the Board of Directors may from time to time appoint.

3) All cheques of the Association must be signed by any one of the following officers: President, Vice-president, Secretary, Treasurer, or General Manager. Cheques in excess of $5,000 with the exception of payroll or tax remittance cheques, must be signed by any two signing officers. Such signatures may be done digitally using the Association bank's secure, on-line approval system.

By-Law X. Records

The books and records of this Association may be inspected by any person at the head office of the Association.

By-Law XI. Banking

The Association may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures but in no case shall debentures be issued without the sanction of a resolution of the Association passed by two-thirds of the members present and voting at a general meeting.

By-Law XII. Contracts

The Board of Directors may, subject to the provisions of these by-laws and the Societies Act, contract with any organization (public or private) or individual in order to carry out the aims and objects of the Association.

By-Law XIII. Fiscal Year

The fiscal year shall be from the first day of October to the last day of September in the following year.

By-Law XIV. Appointment of Auditors

At the Annual Meeting of the members of the Association an auditor or auditors shall be appointed subject to the provisions of By-law IX Section 1 to hold office until the next annual meeting of the Association.

By-Law XV. Amendments to Constitution and/or By-Laws

No amendments shall be made to this Constitution or these By-laws unless by a notice of the proposed amendment which shall be duly entered in the minutes of a meeting of the Board of Directors and a copy thereof sent to every member of the Association in good standing giving date, time and place of the general meeting at which the proposed amendment shall come up for discussion not less than fourteen days prior to the date set for the general meeting. A majority of three-fourths of those present is required for the adoption of an amendment to the Constitution or By-laws.

By-Law XVI. Dissolution

Upon winding up or dissolution of the Society, the assets which remain after the payment of all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.

DATED the _____1st_____day of ___October___1974.