

SAIL MANITOBA

(the “Association”)

A by-law outlining the conduct of Sail
Manitoba's affairs

BY-LAW NO. 1

(Enacted November 23, 2022 and replaces all previous by-laws)

1.0 GENERAL:

a) Name

The name of this Association as expressed in the letters patent is "Sail Manitoba". The association's logo is shown to the right.



b) Office

Sail Manitoba's office is located at 409-145 Pacific Ave, Winnipeg, MB, R3B 2Z6

c) The objectives of Sail Manitoba are:

- To foster the sport of sailing in Manitoba in all its forms.
- To serve as the provincial authority for sailing in Manitoba.
- To advance the interests of Manitoba sailing clubs and class associations and to act on their mutual behalf when appropriate.
- To take such steps and make such affiliations with other associations as will maintain and enhance Sail Manitoba's role.

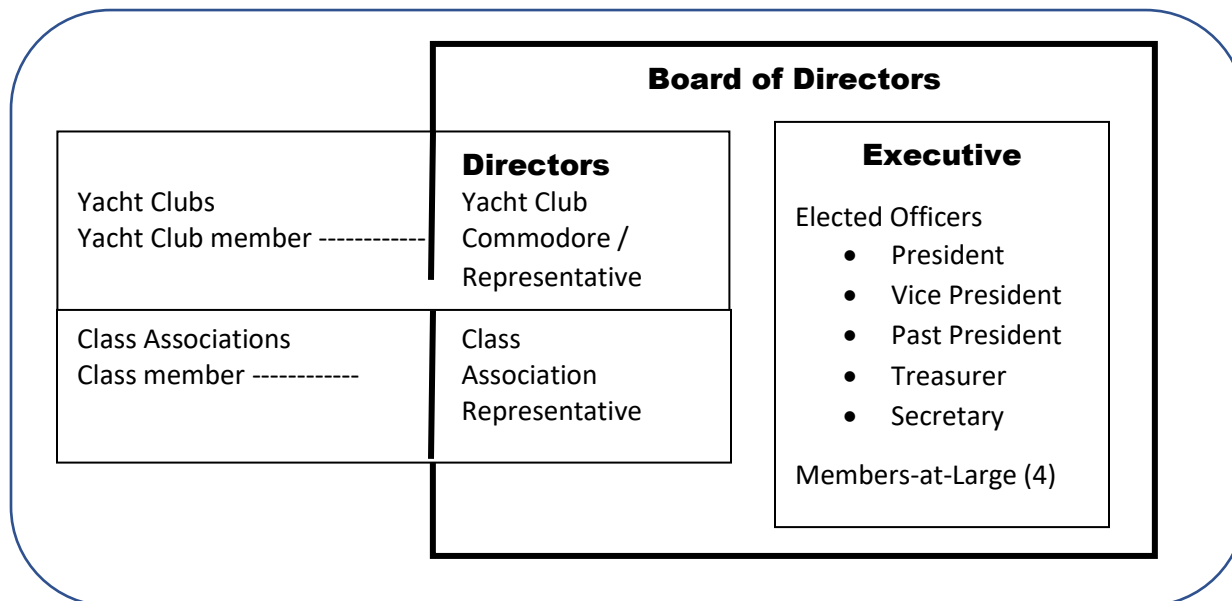
d) Overview

Sail Manitoba consists of club members in good standing of eligible yacht clubs or sailing class associations represented at the Board of Directors by their commodore or representative. Individuals who do not belong to a club/class association can be a member of the Association if they pay membership fees directly to Sail Manitoba.

An elected Executive Committee executes the policies and directions of the Board of Directors and provides direction and assistance to the Executive Director (ED) with the operations and programs of Sail Manitoba.

The governing documents of Sail Manitoba include the Letters Patent, the By-laws and policies as approved by the Board of Directors.

e) Organization Structure



f) Officers

Means an Officer on the Executive Committee who holds any of the positions of Past President, President, Vice-President, Treasurer, Secretary and 4 Members-at-Large. The nine Officers are elected by a simple majority of the Board of Directors at an Annual General Meeting. Club/Association members or individual members of Sail Manitoba in good standing may be elected as Officers on the Executive Committee.

g) Directors

The Commodore of member Clubs/Class Associations or their designate who serve on the Board of Directors.

h) Executive Director (non-elected)

The Executive Director (ED) is an employee of the Association. The Executive Committee shall employ or engage the Executive Director (ED) and determine the terms of employment. The Executive Director may not be a member of a yacht club or provincial class association. The Executive Director shall be responsible for the day-to-day management, administration, and operation of the Association. The ED is responsible for hiring, supervising and terminating staff. The ED shall play an active role in policy formulation, preparation of grant submissions, development and coordination of the provincial team, coordination of all aspects of the team operations and coordination of all training programs as conducted by other staff. The ED will manage communication to the sailing community through the website, the Porthole magazine and the monthly newsletter and will prepare bids for major provincial events.

2.0 MEMBERS:

2.1 Categories

- a) A club or class association may be a member of the Association provided it meets the following conditions:
- It has a constitution or by-laws which are consistent with Sail Manitoba's objectives.
 - It holds at least one annual meeting of its club members for which notice is given to all club members.
 - It has a membership list with a minimum of ten paid and voting club members.
 - Fees are charged for membership and/or services.
 - It can demonstrate that it operates within Manitoba or Northwest Ontario.
- Clubs/associations remit Sail Manitoba/Canada fees to the Association on behalf of their members.
- b) Individuals who do not belong to a club can belong to the Association if they pay membership fees directly to Sail Manitoba. Individual members are entitled to attend and participate in Board of Directors' meetings and are eligible to be elected as an Officer on the Executive Committee.
- c) Participants who enrol in Sail Manitoba sanctioned Learn to Sail/Cruise lessons and are not members of a club are not considered members of the Association, but if they pay the Participant fee, they will be covered by Sport Manitoba's insurance. Individuals who pay Participant fees are not eligible to be a Director on the Board of Directors or an Officer the Executive Committee or to vote at Annual General or Special Meetings of the Association.
- d) Honourary Members
- On a proposal made by the Board of Directors, the members at an Annual General Meeting may, as a mark of respect or appreciation for past services to the Association or the sport, elect a distinguished person to be a lifetime Honourary Member.

Honourary Members are entitled to attend and participate in Board of Directors' meetings, but are not entitled to vote unless appointed to represent their yacht club or class association as a Director.

2.2 Fees

Member clubs will be invoiced no later than May 1 and must pay their fees in full by June 15 each year to remain in good standing and maintain their membership and rights within Sail Manitoba.

A club that has not remitted fees and provided member information by July 1 shall be in arrears. Failure to rectify immediately will result in the loss of good standing and suspension of benefits.

The Board of Directors may review and amend the dues and fees of Sail Manitoba members.

The Board of Directors may levy a special assessment, in addition to all other fees, of not more than the annual fee payable by the member.

2.3 Application for Membership

Candidate clubs or class associations who meet the qualifications for membership may make application in writing to the Executive Director. A review and consideration of the membership application will occur at the next scheduled Executive Committee meeting. Acceptable applications will be recommended to the Board for approval.

2.4 Voluntary Withdrawal

A member club must notify the Executive Director of membership withdrawal no later than July 1 in the current year of membership, otherwise, upon application for reinstatement as a Member club, the member club shall be liable for the fees, dues and assessments for the subsequent year (unless the Board waives such fees).

2.5 Termination

The Board of Directors may terminate the membership of any member club or class association whose fees and / or special assessments, if any, remain unpaid for more than one year.

The Board may suspend or terminate the membership of any member club or class association that exhibits conduct injurious to the character or interests of Sail Manitoba. The member club / class association whose membership termination is under consideration is entitled to:

- Be given advance notice including the reasons for the membership termination proceedings.
- Be allowed to defend their membership status either through:
 - I. Offering an explanation or justification in writing, or,
 - II. Explaining in person at the Board meeting at which the membership termination will be considered.

2.6 Appeal

- Any member Club expelled by a majority vote of the Board may appeal the decision to the next Annual General Meeting where they may be reinstated by a two-thirds vote of the Board Directors present and voting.

3.0 BOARD of DIRECTORS:

The Board of Directors is comprised of:

- The commodore or other elected representative from each member sailing club or sailing class association, or their designate (the Directors).
- The Executive Committee (the Officers).
- The President of Sail Manitoba who serves as chair.

3.1 Term

Directors on the Board of Directors have no defined term – commodores / representatives participate within their elected terms as defined by their sailing club, or class association. Should a commodore or designated representative resign or otherwise be unable to fulfill their duties on the Board, Sail Manitoba will request the member club/class to provide an alternate if they have not already done so.

3.2 Removal of a Director

A Director may be removed from office if any of the conditions below are met:

- If at a Special Meeting of the Board of Directors, a resolution that they be removed from office is passed by an affirmative vote of at least two-thirds of the Board Directors present and voting.
- If they are found by a court to be of unsound mind.
- If they become bankrupt.
- If they are disqualified pursuant to the provisions of the Corporations Act.

3.3 Quorum

Unless otherwise specified in this By-law, a quorum is considered reached if at least half of the Board Directors are in attendance. No business may be transacted at a meeting unless a quorum is present at all times.

3.4 Roles and Responsibilities of the Board

The Directors are responsible for governing Sail Manitoba's affairs and establishing the objectives and general policies of the Association.

The Directors of Sail Manitoba shall:

- Communicate with their club / class members for the purposes of communicating messages from Sail Manitoba and to address needs and concerns from their club / class members to be considered and addressed by Sail Manitoba.
- Establish priorities, delegate activities or authority, and provide direction to the Executive Committee.
- Deal with matters referred by the Executive Committee.
- Approve Sail Manitoba's annual budget.
- Provide oversight on finances and auditing of financial records, programs and operations.
- Ensure that Sail Manitoba's By-laws and policies are reviewed at intervals of not more than five years and are amended and approved as necessary.
- Review and change membership criteria when beneficial to the Association.
- Approve changes to membership fees or the levy of an additional special assessment.
- Nominate and elect Officers to the Executive Committee.
- Remove Officers from the Executive Committee, dissolve the Executive or the Association should this become necessary.
- Form, monitor, and dissolve subcommittees that are required to perform the duties above including an audit committee, nominating committee, membership committee or any other committee required for a specific purpose.
- Accept, on behalf of the Association, the donation of real goods or funds from persons or organizations and determine the use, disposition, or sale of these assets to further the objectives of Sail Manitoba.
- Create trust funds in which the capital and interest may be made

- available for the benefit of promoting the interests of the Association.
- Authorize the borrowing of funds to assist with the development of the Association's programs.
 - Exercise any powers of the Association as are required either by the Act or these by-laws and that have not been delegated to the Executive Committee.
 - Meet a minimum of three (3) times annually, including the Annual General Meeting, and as required to perform these duties.

4.0 THE EXECUTIVE COMMITTEE:

The Executive Committee is comprised of nine Officers elected by the Board of Directors. Specific positions include:

- President.
- Vice-President.
- Past President.
- Secretary.
- Treasurer.
- Members at large (4).

4.1 Eligibility Criteria for Officers

In order to be eligible for election as an Officer, a candidate must:

- Be a paid member in good standing of a member club /class association.
- Be an individual member in good standing of Sail Manitoba.
- Be at least eighteen years of age, with power under law to contract.
- Consent to volunteer for the duration of the term in the Executive position in which they are interested.
- Not have any known impediments which are likely to result in their removal during their term.
- Have no commercial conflict of interest within the sport of sailing.
- Although not exclusively a pre-requisite for eligibility, efforts should be made to have representation from all regions of the province.

4.2 Term

Executive Officers may be elected or appointed to office for terms of up to two years. Executive Committee terms are fixed and staggered to ensure the Committee always consists of a balance of both experienced and new Officers. An Officer may be elected to the beginning of a full fixed term or be nominated during a term to fill a vacancy whereupon they would serve the remainder of their elected predecessor's term. An Officer's time on the Executive Committee should not exceed two terms (four years) unless they are elected as the President, Vice President, Treasurer or Secretary at which time an additional two terms (four years) may be served. An officer may serve more than the recommended maximum number of terms if they are elected to successive positions (e.g. Member- at- Large to Treasurer to Vice President, and so on.)

4.3 Vacancies on the Executive Committee

Any vacancies on the Executive Committee may be left vacant until the following Annual General Meeting at the discretion of the Executive Committee and provided there remain sufficient Officers available to form a quorum.

If a vacancy occurs on the Executive Committee, conditional on ratification by the Board, the Executive Committee may appoint a qualified member to fill any such vacancy for the unexpired portion of the vacating Officer's term.

4.4 Absence from the Executive Committee

Any Officer who misses two consecutive meetings, Executive or Board, without explanation acceptable to the Board will be deemed to have resigned.

4.5 Removal of an Officer

An Officer may be removed from office if any of the conditions below are met:

- If at a Special Meeting of the Board of Directors, a resolution that they be removed from office is passed by an affirmative vote of at least two-thirds of the Board Directors present and voting.
- If they are found by a court to be of unsound mind.
- If they become bankrupt.
- If they are disqualified pursuant to the provisions of the Corporations Act.

4.6 Quorum

Unless otherwise specified in this By-law, an Executive Committee meeting quorum is considered reached if at least half (5) of the Officers are in attendance. No business may be transacted at a meeting unless a quorum is present at all times.

4.7 Signing Authorities

All contracts, documents, and instruments requiring the signature of Sail Manitoba must be signed on behalf of the Association by the ED and either of the President or the Treasurer.

The Board may, by resolution, appoint any Officer or the Executive Director on behalf of the Association either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

4.8 Roles and Responsibilities of the Executive Committee

It shall be the responsibility of the Executive Committee to carry out the duties of the Board of Directors between meetings of the Board. Specifically, the Executive Committee shall:

- Execute the general policies of Sail Manitoba and directions of the Directors.
- Report on its activities to the Directors.
- Provide direction and assistance to the Executive Director with the programs and operations of Sail Manitoba.
- Consider and act upon applications for membership.
- Enter into contracts with vendors and authorize expenditures on behalf of the Association.
- Authorize expenditures, set remuneration, hire and pay salaries to employees or contracted service providers to provide necessary services or delegate this to the Executive Director.
- Deal with any matter on behalf of the Directors except for the following for which the Executive Committee has no authority and which will be referred to the Board of Directors for information and action as necessary:
 - i. The termination or reinstatement of membership.
 - ii. Borrowing funds or accepting or selling assets.
 - iii. Changing dues and fees of member clubs.
 - iv. Enacting by-laws or regulations.
 - v. Matters that may conflict with the duties of other committees established by the Directors.
- In the case of an emergency, the Executive Committee may exercise all the powers of the Board, provided that any action taken shall be reported as soon as possible to a meeting of the Board for ratification and approval.

- Meet at least five times per year including the Annual General Meeting plus all meetings of the Board of Directors.
- At Executive Committee meetings, each Officer, including the President has one vote.

4.9 Specific Responsibilities of the Executive Committee Officers

President

The President of Sail Manitoba shall:

- Chair all meetings of the Executive Committee and the Board of Directors.
- Represent Sail Manitoba at public functions.
- Ensure that the Executive and Board of Directors are aware of all policies and guidelines of the Association, and of the decisions of committees.
- Form and dissolve sub committees of the Executive to perform various tasks.
- Supervise the performance of all committees.
- Monitor coordination of projects or tasks assigned by the Board of Directors.
- The President will be a member ex-officio of any committees established by the Board or the Executive Committee.

Vice President

The Vice President shall:

- Assume the responsibilities of the President in his/her absence.
- Obtain Board of Directors re-approval of general policies according to approval schedule.
- Otherwise assist the President.

It is anticipated that, for the purpose of organizational continuity, the Vice President will, provided they are elected at the Annual General Meeting, go on to become the President of Sail Manitoba.

The Past President

The Past President helps to provide for the organizational continuity of Sail Manitoba and is responsible for chairing the Nominating Committee.

Treasurer

The Treasurer is responsible for oversight of Sail Manitoba's financial affairs and shall:

- Prepare financial statements for submission to the Board of Directors.
- Work with auditors to prepare annual audited statements.
- Work with the Executive Director to prepare an annual budget for the Association.
- Consider preauthorization requests for expenses from Sail Manitoba officials or staff.
- Provide general supervision to the Executive Director who is delegated to perform the day-to-day responsibilities of the Treasurer.

Secretary

In order that the Board of Directors and Executive Committee be free to discuss matters, consider information and make decisions, the secretary will assist with meetings and is responsible for the following:

- Keeping minutes of meetings.
- Recording all votes.

Members at Large (Four positions)

The Members at Large do not have predefined roles but are elected to represent the general interests of Sail Manitoba members, provide their input and vote on matters being dealt with by the Executive Committee, and render other assistance required by the Executive Committee.

5.0 COMMITTEES:

The Board of Directors or the Executive Committee may form committees whose members shall hold their offices as directed by the Board or Executive Committee. The Executive Committee or Board of Directors shall determine the duties of such committees and may, by resolution, fix remuneration, if any, to be paid. The President will be an ex-officio member of all committees.

5.1 Nominating Committee

The Nominating Committee will be comprised of the Past President as chair plus at least two Board Directors. The Nominating Committee will be established at the September Board meeting.

The Nominating Committee will:

- Seek individuals with skills and experience of value to Sail Manitoba as well as invite member clubs/class associations to submit nominations for specific available Executive Committee positions.
- Receive and review nominations and prepare a list in accordance with 4.0, 4.1 and 4.2 for each vacancy or expiring term on the Executive Committee.
- Ensure the continuance of staggered terms of office.
- Send the proposed slate of all eligible nominees and their biographies to the Board of Directors at least fourteen days prior to the Annual General Meeting.
- Request further nominations from the clubs/class associations to be received at least seven days prior to the AGM.
- Nominations from the floor of the AGM are prohibited unless the number of nominees is less than the number of vacancies, in which case nominations are permitted to bring the total number of nominees to those required.
- If the number of eligible nominees is less than, or equal to the maximum number of Officers, then election of the entire slate of Officers may be conducted by a simple majority vote of the Directors in attendance at the Annual General Meeting.
- If the number of eligible nominees exceeds the maximum number of Officers authorized, then an election will be conducted by a simple majority vote of Directors in attendance at the Annual General Meeting.
- Prepare ballots as may be required for the Annual General Meeting.
- Administer the election and count the ballots.
- The ballots may be destroyed on a motion approved at the Annual General Meeting.

6.0 BOARD and EXECUTIVE MEETINGS:

6.1 Schedule

The Board of Directors will meet a minimum of three times annually including the Annual General Meeting and with additional Special Meetings as required to perform their duties or when requested in writing by at least five Board Directors.

The Executive Committee is expected to attend the Annual General Meeting

and meetings of the Board of Directors. In addition, the Executive Committee will meet a minimum of four times annually or at the call of any two Executive Officers on 48 hours notice.

6.2 Participation

Any person who is either an individual member or a Sail Manitoba member by virtue of belonging to a member club / class association may attend and participate in the discussion of business at any Board of Directors' meeting. Members are only permitted to attend Executive Meetings at the invitation of the President.

Non members may be invited to attend and participate in Sail Manitoba meetings at the invitation of the President

6.3 Notice

Written notice (normally via email) will be provided at least one week before any Board of Directors' or Executive Committee meeting.

For the purpose of sending notice to any member, Director or Officer for any meeting, their address is the last address recorded with the Association.

No error or omission in giving notice for any Sail Manitoba meeting shall invalidate that meeting or the proceedings arising from it.

Invitees may participate in person or via electronic means (telephone or other methods of electronic voice, including visual and voice transmission) provided that each Director or Officer participating can be identified when speaking and all participants are able to hear each other at the same time. For purposes of such a telephone or other electronic voice means meeting, all Directors or Officers who are connected by telephone or other electronic voice means will count toward a quorum and may participate and vote. The actions taken by such a telephone or other electronic voice means at which quorum is present will be deemed to be the actions of the Board or the Executive Committee.

Meeting notices will include the date, time, and location of the meeting, electronic conference details as well as an agenda of the items to be discussed. In the event that any special business will be conducted, sufficient pertinent information will be included to permit the invitees to form a reasoned judgement on the decision to be taken.

6.4 Conduct

All meetings will be chaired by the President or their designate. If neither the President nor designate are present within 30 minutes of the scheduled meeting start time the members will appoint a member to chair the meeting.

Directors/Officers, including the President shall be entitled to one vote. In all cases a simple majority vote will govern, except as otherwise provided in these By-laws.

In the case of an equal vote, the motion shall be lost.

All meetings will follow Robert's Rules of Order

6.5 Minutes

Board and Executive Committee Meeting minutes will be kept, verified, corrected as may be necessary and a copy sent to all Officers of the Executive and the Board of Directors. Minutes of Board, Executive, AGM and Special meetings may be made available upon request by a member in good standing.

7.0 ANNUAL GENERAL MEETING:

The business to be conducted at the Annual General Meeting shall include:

- Reporting on Sail Manitoba's activities for the last year.
- Receipt of Financial Statements for the last fiscal period as approved by the Board of Directors.
- Appointment of auditors for the upcoming year.
- The election of Executive Officers.
- Amendment to the By-laws. The By-laws may be amended, repealed or replaced by an affirmative vote of at least two-thirds of the Board Directors present and voting.
- Such amendment, repeal or replacement becomes effective immediately.
- Borrowing of money; reviewing, amending or rescinding a previously passed motion; removal of member clubs; affiliation of the Association with other bodies; and dissolution of the Association.

7.1 Notice

Notice must be appropriately communicated to each member not less than twenty-one (21) but not more than fifty (50) days in advance thereof.

The Annual General Meeting shall be held each year prior to December 15 at a time and place as determined by the Executive Committee and mutually agreeable to the Board of Directors.

7.2 Quorum

Unless otherwise specified in this By-law, an AGM quorum is considered reached if at least half of the Directors are in attendance. No business may be transacted at a meeting unless a quorum is present at all times.

7.3 Voting

Eligibility

Board Directors and Officers are eligible to vote only if their individual and club fees and dues have been paid prior to the commencement of the meeting of members.

Allocation of Votes

At the Annual General Meeting or any Special Meeting, member clubs/class associations represented by their Board member, are allocated votes proportional to their paid membership which will be verified by the Executive Director from the most recent membership report issued prior to one week before the meeting. If a member club has more than 60% of its members living outside of Winnipeg, it may apply to the Secretary for proxy status at least one week prior to the Annual or special meeting.

The number of votes allocated to each Board Director (representing their club) will be:

- Clubs with a minimum ten members - 1 vote
- For each additional block of 10 members in a club- 1 additional vote
- Executive Committee Officers - 1 vote each

In the case of an equal vote, the motion shall be lost.

At Annual General or Special Meetings, a request for a vote by secret ballot, will be decided by the majority on a show of hands of the members entitled to vote.

If a secret ballot is required, the President will appoint a scrutineer and ask the members to ratify the selection. Once approved the scrutineer will tabulate the votes and report the results to the meeting.

8.0 SPECIAL MEETINGS:

Special Meetings may be called by the Board or any five Board Directors. Notice must be appropriately communicated to each Director not less than twenty-one (21) but not more than fifty (50) days prior to the date of such meetings, which notice must specify the purpose for which the meeting is called, and no other business may be transacted at such meetings.

In the case of an equal vote, a motion shall be lost.

8.1 Quorum

Unless otherwise specified in this By-law, an AGM quorum is considered reached if at least half of the Directors are in attendance. No business may be transacted at a meeting unless a quorum is present at all times.

9.0 COMPENSATION

Elected Officers and Directors are volunteers and serve without any financial or in-kind compensation and shall not directly or indirectly receive any profit from their position. Officers or Directors may be paid reasonable expenses incurred in the performance of their duties provided the expense costs for these activities are pre-approved by the Treasurer or their designate.

10.0 INDEMNITIES TO DIRECTORS AND OFFICERS

Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability except such costs, charges or expenses as are occasioned by his own wilful neglect or default, and

- All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

11.0 BOOKS AND RECORDS

The Board of Directors shall ensure that the Association's records, as required by the Association's By-laws or by any applicable legislation, are regularly and properly kept.

12.0 RULES AND POLICIES

The Board of Directors may develop the necessary policies, consistent with these By-laws, to support the management and operation of the Association. Any policy shall remain in effect until repealed or amended by the Board.

13.0 FINANCIAL YEAR

Unless otherwise amended by the Board of Directors, Sail Manitoba's fiscal year end is March 31st of each year.

14.0 AUDITOR

At each Annual General Meeting the Board of Directors will contract the services of an independent auditor to audit Sail Manitoba's financial accounts for reporting to the members at the next annual meeting. In order that the auditing process is professional and impartial the auditor must be a have a professional accounting designation (CA, CGA, CMA, CPA) and may not be a Director, Officer, employee, or member of the Association or an immediate family member of any of the above.

15.0 INTERPRETATION

In these By-laws and in all other By-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

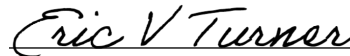
In this by-law and all other by-laws and special resolutions of the Sail Manitoba, unless the context otherwise requires:

Term used	Meaning
Act	“Act” means The Corporations Act of Manitoba, C.C.S.M c.C225 (effective July 1, 2022) and the regulations passed pursuant to that Act and any amendments thereto or substitutions therefore; and any act that may be substituted therefor, as from time to time amended.
Letters Patent	Letters patent of the incorporation of Sail Manitoba.

16.0 APPROVAL



President, Ryan Van Berkel



Vice President, Eric Turner

DATED at Winnipeg, Manitoba this 23 day of November, 2022.