

Jericho Sailing Centre Association
Board of Directors
Meeting Minutes
August 14, 2006

Present: Brian Key, Mina Fung, Deirdre Webster, Dan Wallace, Gail Owen, Ray Douthwaite, Andrei Bredin, Richard Spencer, Peter Chin, Ian Upright, Andy Hunt, Norm Eldridge, David Loutit.

Regrets: Alan Johnson, Stephen Chessor.

Guests: Mark Reid, UBC Old Boys Ravens, Erik Boeschoten, Coastal-Kayaking Club

1. Approval of the Minutes

Minutes of July 10, 2006

Carried

2. UBC Old Boys Ravens Rugby Club

Mark Reid introduced himself to the board and explained that the UBCOB would be adding a junior "mini rugby" program and would like to add an additional hour on Sundays to the agreement to facilitate it.

Motion

"To approve the 2006 UBC Old Boys Rugby Football Club Agreement as presented." Carried

3. JSCA Board of Directors Contact List

Directors were requested to check their contact information and make any amendments required.

4. President's Report – Brian Key

Brian reported on the upcoming 2006 JSCA AGM scheduled for Tuesday, October 24 @ 1900H. Brian would like the meeting to commence with candidate speeches. The number of registration tables and ballot counters will be increased to facilitate high voter turnout. We will be incorporating some of the suggestions from last year's nominations committee and staff.

Motion:

"To appoint Stephen Chessor and Mary Thompson as the Nominations Committee for the 2006 Annual General Meeting on October 24 @ 1900H and authorize them to appoint a third person for the Committee." Carried

Motion:

"The closing date for AGM Nominations is October 10, 2006 @ 1700H." Carried

5. JSCA Club Affiliation Request – Coastal-Kayaking Club

Erik Boeschoten presented the concept for a new club to be based out of the Jericho Sailing Centre. The Coastal-Kayaking Club will organize adventure wilderness kayaking tours making use of a sailing mothership. The Club is still in the forming stages and is looking for approval in principle to affiliate with JSCA once they become a registered non-profit organization.

Motion:

"To approve in principle the JSCA Affiliation of the Coastal-Kayaking Club providing they meet all of the terms and conditions of the JSCA Affiliated Club Agreement." Carried

6. JSCA Bylaws Committee Report – Gail Owen

Gail reported that the committee had invited and considered feedback from members and was ready to put the Bylaw committee's report before the Board of Directors. The Committee report is under the Title **Bylaw Committee Recommendations** below the **J.S.C.A. Electoral Procedures**. The following motions are the motions moved and seconded at the Board meeting

Existing Bylaw II-1

"That the governing body of the Association shall be the Board of Directors consisting of not less than 10 nor more than 15 members of the Association which number shall be determined at each annual meeting at which directors are to be elected."

Proposed Amendment II-1

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

Rationale:

The JSCA Board has always been set as 15 directors and stating this will facilitate a mail-in voting procedure if adopted in the future. This will also prevent the number of members on the board from being changed after the nominations close.

Motion:

"To recommend the proposed amendment to Bylaw II-1."

Carried

Existing Bylaw II-8

"A vacancy occurring on the Board of Directors shall be filled by the Directors for the unexpired term of the vacating director."

Proposed Amendment II-8

8) 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.

Rationale

"This clause will help maintain the continuity of the Board by maintaining the alternate elections of members in approximately even numbers. It also allows the members to choose who will replace the Director who stepped down rather than the Board. The clause also allows the Board to leave a vacancy unfilled if there is a short period left in the term and members have not expressed interest in serving before the AGM."

The amendment for II 3) will be combined with section II 8) for voting at the AGM as they are both required for amending the bylaws to allow members to elect the replacements for directors who step down in the first year of their term

Motion:

"To recommend the proposed amendment to Bylaw II-8."

Carried

Existing Bylaw II-3

"At the Annual General Meeting of the Association in the year 1985 the members present shall elect 7 Directors to serve for 1 year and the balance of Directors to serve for 2 years. In subsequent Annual General Meetings, Directors shall be elected by the members present for two year terms to fill the positions which become vacant. 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."

Proposed Amendment II-3

"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."

Rationale

To clean up and clarify the Bylaw as well as removing 1985 reference. This clause will help maintain the continuity of the Board of Directors by maintaining the alternate elections of members in approximately even numbers. With current clauses if a Member of the Board steps down before the first year of their term has expired, the number of directors elected in alternate years can become lopsided. It also allows the members to choose who will replace the officer who stepped down rather than the Board of Directors, supporting the democratic process in JSCA's elections.

The amendment for II 3) will be combined with section II 8) for voting at the AGM as they are required for amending the bylaws to allow members to elect the replacements for directors who step down in the first year of their term

Motion:

"To recommend the proposed amendment to Bylaw II-3"

Carried

Motion:

"If the previous two motions are defeated, the Board recommends the following shortened version of II-3:"

Carried

Amendment II-3 if the previous amendment is defeated

"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."

Carried

Existing Bylaw II-10

"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. Written notice of such meeting shall be sent to each director not less than seven days prior to the date set for such meetings."

Proposed Amendment to Bylaw II-10

"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."

Rationale

The word "Written" has been removed to allow the use of email for notifying members of the Board when unexpected meetings are required.

Motion:

"To recommend the proposed amendment to Bylaw II-10."

Carried

Existing Bylaw II-11

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

Proposed Amendment to Bylaw II-11

"If any member of the Board of Directors is absent for more than three (3) of the meetings of the Board, and have not attended any committee activity, they may be asked to resign their place on the Board by a resolution of the Board. If a member sends regrets that they are not able to attend the meeting due to employment or family issues, member's attendance may not be considered as absent for a resolution related to resigning from the Board."

Rationale

Attendance alone may not be an indication of the contribution and commitment which directors make toward the JSCA.

Motion:

"To recommend the proposed amendment to Bylaw II-11."

Defeated

Motion:

"If any member of the Board is absent for more than three meetings of the Board in a row, he/she may be asked to resign his/her place on the Board of Directors."

Defeated

Discussion

The directors discussed the replacement of "may" with "shall" in the original Bylaw. Attending every meeting does not necessarily make a director more qualified or committed than one who must miss three meetings. Using the word "shall" (be asked to resign) would require the process to be used each time a director missed 3 meetings (in a year? In a term?). What happens when the director answers "no" to the request for his/her resignation?

Existing Bylaw II-12

"No employee of the Sailing Centre may serve as an elected member of the Board."

Proposed Amendment to Bylaw II-12

"No employee of the Sailing Centre or of an affiliated business may serve as an elected member of the Board while so employed or within 3 years of the end of that employment."

Rationale

To avoid conflict due to any ill feelings from past disagreements with personnel and contracted companies which operate at JSCA.

Motion:

"To recommend the proposed amendment to Bylaw II-12." Carried

Discussion

Directors spoke as to their view of presenting only the Board of Directors recommendations or all amendments proposed. Eight directors are in favour of minutes being brought to the attention of members for discussion. The Discussion paper of the Constitution and Bylaws brought forward by Brian Key is attached to these minutes. The discussion Paper has been updated with the motions approved by the Board of Directors at the August 2006 meeting.

Motion:

The recommended amendments, by the Board of Directors, for the Constitution and Bylaws will be the Special Resolutions presented at the AGM for approval. Carried
(Owen opposed/Loutit in favour)

Comment:: Any other suggestions in the Bylaw Committee Minutes or presented to the Board before the AGM mail out may discussed and voted on if it is brought up at the AGM by any JSCA member in good standing.

Existing Bylaw III-3

"The Vice-President shall perform the duties of the President in the event of his absence, resignation or inability to perform his duties. In the absence of both the President and Vice-president, the Board shall nominate and elect a chairman protem."

Proposed Amendment to Bylaw III-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."

Rationale

This amendment will clarify that the board will elect the member to replace any vacant position on the executive committee. The bylaws do not state that the Vice President will permanently replace the President if the position becomes available during the year. It keeps the bylaw simple and allows all executive committee positions to be filled by any member of the Board who is interested at the time the position becomes vacant.

Motion:

"To recommend the proposed amendment to Bylaw III-3." Carried

Motion:

"To extend the meeting until 2130H." Carried

Existing Bylaw III-5

"The treasurer shall be custodian of all funds of the Association. He shall keep accounts of all sums of money received and expended by the Association and of the assets and liabilities of the Association. He shall have custody of all books pertaining to the funds of the Association, and such records and books are to be kept at the head office of the Association. All funds of the Association are to be deposited in a chartered bank."

Proposed Amendment to Bylaw III-5

"The Treasurer shall be custodian of all funds of the Association. He shall keep accounts of all sums of money received and expended by the Association and of the assets and liabilities of the Association. He shall have custody of all books pertaining to the funds of the Association, and such records and books are to be kept at the head office of the Association. All funds of the Association are to be deposited in a chartered bank or credit union."

Rationale

To allow the JSCA the option to utilise Credit Union services.

Motion:

"To recommend the proposed amendment to Bylaw III-5."

Carried

Existing Bylaw IV-1

"The Board of Directors shall appoint such committees as may be necessary to fulfil 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.'

Proposed Amendment to Bylaw IV -1

"The Board of Directors shall appoint such committees as may be necessary to fulfil the aims and objects of the Association. The chairperson of such committees may be required to attend and to report at the meetings of the Board of Directors."

Rationale:

Gender neutral

Motion:

"To recommend the proposed amendment to Bylaw IV-1."

Carried

Existing Bylaw V-1

1) The annual meeting of the Association shall be held in the fourth quarter of each year at such time and place as may be determined by the Board of Directors. Written 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.

Proposed Amendment to Bylaw V-1

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.

Rationale:

To clarify the fourth quarter of the calendar year not he fiscal year and allow the notice to be sent by email in the future.

Motion:

"To recommend the proposed amendments to By-law V-1"

Carried

Proposed NEW By-Law IX. Executive Officers Oath of Office

I, Director Elect of the Jericho Sailing Centre Association, do swear that I meet all of the requirements of the Association By-Laws and am qualified to serve on the Association Board of Directors. I further promise to do all in my ability to further the objectives of the Jericho Sailing Centre Association.

I,....., solemnly swear that I will faithfully perform the duties as a member of the Jericho Sailing Centre Association in the City of Vancouver, and that I will not allow any private interest to influence me in the performance of such duties.

Motion to Amend:

"To delete '.... in the City of Vancouver,' "

Carried

Amended NEW By-Law IX. Executive Officers Oath of Office

I, Director Elect of the Jericho Sailing Centre Association, do swear that I meet all of the requirements of the Association by-laws and am qualified to serve on the Association Board of Directors. I further promise to do all in my ability to further the objectives of the Jericho Sailing Centre Association.

I,....., solemnly swear that I will faithfully perform the duties as a member of the Jericho Sailing Centre Association and that I will not allow any private interest to influence me in the performance of such duties.

Motion:

"To recommend the proposed addition of Bylaw IX Executive Officers Oath of Office as amended." Defeated

Motion:

"That every clause in the JSCA Bylaws that is gender specific become gender neutral." Carried

Motion:

"That clause 2B(d) of the JSCA Constitution be amended to read "active boat storage, and" " Defeated

The Bylaw Committee discussed and recommended changing the J.S.C.A. ELECTORAL PROCEDURES

Motion:

"That we solicit the opinions of members about the proposed new election procedures at the Annual General Meeting." Carried

Motion:

"That a Bylaw Committee recommendations, as presented, be listed in the minutes" Carried

End of Bylaw Committee Report

A copy of the **By-Law Committee Minutes** includes the committee's recommendations. A copy of **The J.S.C.A. Electoral Procedures** is also included in the Bylaw committee minutes below

A copy of a **Discussion Paper of the Constitution and Bylaws** is included below in these minutes.

Motion:

"To extend the meeting until 2200H." Carried

7. Other Business

A. Craft Storage Report

Motion:

"That the General Manager provide a printed report listing all of the decaled craft with paid for storage, a list of all craft that are not decaled with paid for storage and non decaled craft that have unpaid storage. The reports will include the decal number, the location of the craft, type of craft, owners' name, and the amount paid to JSCA. All reports will be from an updated database and be provided at the next Operations Committee meeting." Carried

B. JSCA Dues

Motion:

"That all members pay the JSCA their dues by April 1." Carried

C. Club Affiliation Request – Wayland Sports Association

Motion:

"To approve in principle the JSCA Affiliation of the Wayland Sports Association providing they meet all of the terms and conditions of the JSCA Affiliated Club Agreement." Carried

D. Safety Chair Resignation

Andrei Bredin has resigned as JSCA's Safety Chair due to increased family responsibilities. A new Chair will be selected by the Committee at their next meeting.

8. Treasurer's Report – Mina Fung

Mina presented the monthly budget report for July 2006. The Treasurer and General Manager have been working on the Draft 2007 Budget and will have it out to directors prior to the September Board Meeting.

Motion:

"That the General Manager provide information on the balance of the current loan and as well as principal and interest payments made for the loan. He will also report if the monthly principal payments will be increased by the bank after the final withdrawal from the loan." Carried

9. Other Business

E. Secretary's Role

Peter Chin stated that the JSCA Board policy states that the Executive Secretary records minutes, motions and resolutions at Board and Executive meetings.

10. Adjournment

By-Law Committee Recommendations

Motion:

The Bylaw Committee moves and I second that we replace II 1) with

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

Motion:

The Bylaw Committee moves and I second that we replace II 3) with

"II 3) At the Annual General Meeting of the Association in even years, the members present shall elect 7 Directors to serve for 2 years terms. In odd years, the members present shall elect 8 Directors to serve for two 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."

Motion:

The Bylaw Committee moves and I second that we replace II 8) with

"II 8) A vacancy occurring on the Board of Directors shall be filled by the directors for the current year by appointing a member in good standing. If a vacancy has more than one year remaining in the term, the members at the Annual General Meeting, shall elect a Director to serve for the second year of the term. Notwithstanding, if a vacancy becomes available with 3 months or less remaining in current year, the Board of Directors may leave the position vacant. The position shall be filled by electing a Director at the Annual General Meeting for the appropriate term."

Motion:

The Bylaw Committee moves and I second that we replace II 10) with

"II 10) 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."

Motion:

The Bylaw Committee moves and I second that we replace II 11) with

"II 11) If any member of the Board of Directors is absent for more than three (3) of the meetings of the Board, and have not attended any committee activity, they may be asked to resign their place on the Board by a resolution of the Board. If a member sends regrets that they are not able to attend due to employment, or family issue, the meeting the member's attendance may not be considered as absent for a resolution related to resigning from the Board."

Motion:

A. The Bylaw Committee moves and I second that we replace II 12) with

"II 12) No employee, employee within the past three years, employee within the last three years of an affiliated business, or a club of the Sailing Centre may serve as an elected member of the Board."

Motion:

B. The Bylaw Committee moves and I second that we replace with

"II 12) No employee, or employee within the past three years, of the Sailing Centre may serve as an elected member of the Board."

Motion:

A. The Bylaw Committee moves and I second that we replace III 3) with

"III 3) The vice-president shall perform the duties of president in the event of their absence, resignation or inability to perform their duties. In the absence of both the president and vice president, the Board shall nominate and elect a chairperson protem.

Motion:

B. The Bylaw Committee moves and I second that we replace III 3) with

"III 3) If any position of office becomes vacant the board of directors shall elect a new officer to replace the vacant position of office.

Motion:

The Bylaw Committee moves and I second that we replace III 5) with

“III 5) The treasurer shall be custodian of all funds of the Association. They shall keep accounts of all sums of money received and expended by the Association and of the assets and liabilities of the Association. They shall have custody of all books pertaining to the funds of the Association, and such records and books are to be kept at the head office of the Association. All funds of the Association are to be deposited in a chartered bank or Credit Union.

Motion:

The Bylaw Committee moves and I second that we replace IV 1) with

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

Motion:

The Bylaw Committee moves and I second that we replace V 1) with

“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. Written 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.

Motion:

NEW By-Law IX. Oath of Office

The Bylaw Committee moves and I second that we adopt “IX Executive Officers Oath of Office

I,.....DIRECTOR ELECT OF THE JERICHO SAILING ASSOCIATION, DO SWEAR THAT I MEET ALL OF THE REQUIREMENTS OF THE ASSOCIATION BY-LAWS AND AM QUALIFIED TO SERVE ON THE ASSOCIATION BOARD OF DIRECTORS. I FURTHER PROMISE TO DO AL IN MY ABILITY TO FURTHER THE OBJECTIVES OF THE JERICHO SAILING CENTRE ASSOCIATION.

I,....., OF THE CITY OF VANCOUVER IN THE PROVINCE OF BRITISH COLUMBIA DO SOLEMNLY SWEAR THAT I WILL FAITHFULLY PERFORM THE DUTIES OF MY OFFICE AS A MEMBER OF THE JERICHO SAILING CENTRE ASSOCIATION IN THE CITY OF VANCOUVER, AND THAT I WILL NOT ALLOW ANY PRIVATE INTEREST TO INFLUENCE ME IN THE PERFORMANCE OF SUCH DUTIES.”

Motion:

The Bylaw Committee moves and I second that **IX to be renumbered to X**

Motion:

The Bylaw Committee moves, and I second that **X to be renumbered XI**

Motion:

The Bylaw Committee moves and I second that **XI to be renumbered XII**

Motion:

The Bylaw Committee moves and I second that **XII be renumbered to XIII**

Motion:

The Bylaw Committee moves and I second that **XIII be renumbered to XIV**

Motion:

The Bylaw Committee moves and I second that **XIV be renumbered to XV**

Motion:

The Bylaw Committee moves and I second that **XV be renumbered to XVI**

Motion:

That the Bylaw Committee moves, and I second to change the J.S.C.A. ELECTORAL PROCEDURES as follows:

J.S.C.A. ELECTORAL PROCEDURES

1. NOMINATIONS COMMITTEE

- A) At least 10 weeks before the AGM, the J.S.C.A. Board should appoint a 3 person Nominations Committee to call for and receive nominations for the Board.
- B) The Nominations Committee should attempt to ensure that there are enough candidates to fill the Board positions, which will become vacant, and may solicit nominations.

2. ELECTION COMMITTEE

- A) At least 10 weeks before the AGM, the J.S.C.A. Board should appoint a 3 person Election Committee, which will be responsible for supervising the election and ruling on any appeals, challenges or other issues related to the election.
- B) Decisions of the Election Committee will be final.
- C) Members may serve on both the Nomination and Election Committees.
- D) The Election Committee may recruit any additional members to help count ballots, as required.

3. ELIGIBILITY

- A) Subject to any restrictions in the J.S.C.A. Constitution and By-laws, all fully paid up members of J.S.C.A. at the closing date for nominations are eligible to stand for election to the Board.
- B) All fully paid up members of J.S.C.A. at the closing date for voting are eligible to vote. In the case of family memberships, each parent or guardian with may vote.

4. NOMINATIONS

- A) At least 10 weeks before the date of the AGM, a call for nominations, stating the closing date for receipt of nominations at the J.S.C.A. office, should be sent to all members. When a member has asked to receive information from J.S.C.A. by email, this information may be sent by email.
- B) The call for nominations will also be posted on the J.S.C.A. website and adjacent to the J.S.C.A. office.
- C) The closing date for the receipt of nominations in the J.S.C.A. office will be 5 weeks before the AGM.
- D) Nominations must be in writing, and must be received in the J.S.C.A. office before the end of normal office hours on the closing date for nominations. Nominations must be signed by the J.S.C.A. member who is standing for election.
- E) The call for nominations will include instructions on how to vote, the date when voting will begin, and the time and date when voting will end.

5. CANDIDATE STATEMENTS

- A) Each candidate may submit a written statement of not more than 500 words in support of his or her candidacy.
- B) Within 5 days of the close of nominations, the candidate statements will be posted in the Elections section of the J.S.C.A. website, with a prominent link from the home page.
- C) Each candidate may submit one digital photograph, in JPEG or GIF format, of not more than 3 MB in size, which will be resized to approximately 400 x 400 pixels and posted on the J.S.C.A. website with the candidate's statement.
- D) J.S.C.A or any of the candidates may organise meetings at which one or more candidates may speak.

6. BALLOTS

- A) Within 5 days of the closing of nominations, ballots listing all properly nominated candidates will be posted on the Elections section of the J.S.C.A. website for download as a PDF file.
- B) Printed ballots will also be available from the J.S.C.A. office during normal office hours.
- C) Photocopies and other reasonable facsimiles of the official ballot may be used.

7. VOTING

- A) Voting may begin as soon as ballots are available.
- B) Voting will end at 5 p.m., 5 days before the AGM.

- C) Ballots must be received in the J.S.C.A. office in 2 envelopes, both of which must be sealed. The outer envelope should be addressed to J.S.C.A. and clearly marked "BALLOT" on the front. The member's name, printed legibly, and signature must be on the back of the outer envelope. The ballot should be in the inner envelope. Nothing may be written on the inner envelope that could identify the voter.
- D) Members may provide their own envelopes or request them from the J.S.C.A. office.
- E) Ballots may be either delivered in person or mailed to the J.S.C.A. office.
- F) All ballot envelopes received will be placed in a locked box in the J.S.C.A office. Ballot envelopes received after the close of voting will be marked "late".

8. COUNTING OF BALLOTS

- A) Members who wish to observe the counting of ballots should submit their names to the Election Committee before the end of voting. The committee will select no more than eight observers. No candidate may be an observer or count ballots.
- B) Observers may be present during any stage of the ballot opening, validation and counting process, and may ask the Election Committee to rule on any issue relating to the validity or counting of any ballot.
- C) Beginning at 9 am on the first day after voting ends, outer envelopes will be removed from the locked box and checked by Jericho staff, to ensure they were signed by a person who was a Jericho member when voting ended, and who has not already voted. If the envelope was not signed by a Jericho member, it will be marked "challenge" and held. If the person has already voted, the envelope will be marked "duplicate", and held. All outer envelopes not marked "challenge", "duplicate" or "late" will be valid.
- D) Valid outer envelopes will be opened by Jericho staff, and the valid inner envelopes placed in a ballot box without being opened. Outer envelopes that have been opened will be held until the election results have been announced. All other outer envelopes will be held without being opened.
- E) Opening of valid inner envelopes and counting of ballots will begin at 7 p.m. on the first day after voting ends.
- F) Valid inner envelopes will be opened in the presence of at least two members of the Election Committee, and the ballots placed in a ballot box for counting.
- G) Ballots should be counted by two person teams. Each person should independently count a group of ballots. The count should not be accepted until the count of both members agrees.
- H) Ballot envelopes marked "challenge" will be held separately, without being opened, pending a search of records in the office files, and possibly club and co-op records in the event the voter is a member of an associated club or co-op. A challenge voter may submit receipts, cancelled cheque, etc., to substantiate his/her claim to have a valid membership. Challenge ballots will only be counted after the voter's membership has been validated to the satisfaction of the Election Committee. Observers may alert any person whose ballot has been challenged. The period for resolving challenges ends at 5pm on the day before AGM.
- I) When the Election Committee is satisfied that all positions have been filled and that no further counting or examination of ballots is required, they should ensure that all ballots and envelopes are destroyed, including any marked "late", "challenge", or "duplicate".
- J) Any ties for the last position available should be broken by the Election Committee using some method of random chance such as a coin toss. The candidates or their observers have a right to be present when this is done.
- K) Ballots will be held by the Election Committee until either the status of all challenge ballots has been resolved or all positions can be declared filled.

9. ELECTION RESULTS

- A) The names of the candidates have been elected will be announced by the Election Committee as soon as they are satisfied that the results are final.
- B) The results will be posted at Jericho and on the Jericho website as soon as possible after they are announced by the Election Committee.
- C) The total number of valid ballots counted, and the number of late, duplicates, and challenge ballots received, should be reported.
- D) The number of votes cast for each candidate should not be reported.
- E) Newly elected board members will take office at the beginning of the first board meeting following the AGM.

Discussion Paper of By-Law Amendments

Jericho Sailing Centre Association

CONSTITUTION & BYLAWS

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 programmes for:
 - A. recreational sailing and boating,
 - B. sail and other boat training and instruction,
 - C. seamanship, safety and maintenance,
 - D. boat storage, and
 - E. sailboat racing and competition.
 - C. To work cooperatively with other community groups, agencies and organisations (private, public 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.
- 3) The operations of the Association are to be chiefly carried on in the City of Vancouver in the Province of British Columbia.
- 4) 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.

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 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 subscribers shall be deemed active members of the Association until the first annual general meeting.
- 7) 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 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.

8) That the following clubs, co-ops and fleets be recognized as the Jericho Sailing Centre Association's affiliated members' groups: Disabled Sailing Association; Canadian Hostelling Association; Companionway Sailing Club; Corsairs Sailing Club; Discovery Sailing Club; Hobie Fleet #214; International 14 Fleet; Jericho Outrigger Canoe Club; Laser Fleet; Locarno Sailing Club; Sea Dragon Sea Scouts; Tasar Fleet; Tornado Fleet; UBC Old Boys Rugby Club; UBC Sailing Club; Vikings Sailing Club.

9) 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 not less than 10 nor more than 15 members of the Association which number shall be determined at each annual meeting at which directors are to be elected.

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

Reasons: If the MAIL IN voting procedure is adopted the number of members on the Board of Directors will need to be set before the ballots may be mailed to the members. Our records show that JSCA has always had 15 members on the Board of Directors. This will also allow instructions for voting to be correctly printed before the AGM even if the MAIL IN voting procedure is not adopted.

2) The subscribers shall serve as the Board of Directors of the Association until the first annual meeting and until that time will have power to accept members pursuant to sections (1) through (5) of By-Law 1.

3) At the Annual General Meeting of the Association in the year 1985 the members present shall elect 7 Directors to serve for 1 year and the balance of Directors to serve for 2 years. In subsequent Annual General Meetings, Directors shall be elected by the members present for two year terms to fill the positions which become vacant. 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.

The amendment for II 3) should be combined with section II 8) for voting at the AGM as they are required for amending the bylaws to allow members to elect the replacements for directors who step down in the first year of their term

3) 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

Reasons: This clause will help maintain the continuity of the Board of Directors by maintaining the alternate elections of members in approximately even numbers. With current clauses if a Member of the Board steps down before the first year of their term has expired, the number of directors elected in alternate years can become lopsided. It also allows the members to choose who will replace the officer who stepped down rather than the Board of Directors supporting the democratic process in JSCA's elections.

4) 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.

5) 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.

6) 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.

7) 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.

8) A vacancy occurring on the Board of Directors shall be filled by the directors for the unexpired term of the vacating director.

The amendment for II 3) should be combined with section II 8) for voting at the AGM as they are required for amending the bylaws to allow members to elect the replacements for directors who step down in the first year of their term

8) 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.

Reasons: This allows the Board to leave a vacancy unfilled if there is a short period left in the term and members have not expressed interest in serving before the AGM.

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

10) 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. Written notice of such meeting shall be sent to each director not less than seven days prior to the date set for such meetings.

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.

Reason: With email now a common method for communication the word Written has been removed from section II 10) to allow the use of email for notifying members of the Board when unexpected meetings are required.

A) The date of written notice shall be determined as being the same as the postmark.

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

12) No employee of the Sailing Centre may serve as an elected member of the Board.

12) No employee of the Sailing Centre or of an affiliated business may serve as an elected member of the Board while so employed or within 3 years of the end of that employment.

Reason: to avoid conflict due to any ill feelings from past disagreements with personnel and contracted companies that operate at JSCA.

13) 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.

14) 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.

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

16) 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 he deems it necessary or upon the written request of six (6) members of the Board of Directors.

3) The vice-president shall perform the duties of president in the event of his absence, resignation or inability to perform his duties. In the absence of both the president and vice president, the Board shall nominate and elect a chairman protem.

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 chairman protem.

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

Reason: The positions of President, Vice President, Treasurer and Secretary are elected at the first Board meeting of the elected Directors. This amendment will clarify that the board will elect the member chosen to replace any vacant positions on the executive committee. The bylaws do not state that the Vice President will permanently replace the President if the position becomes available during the year. It keeps the bylaw simple and allows all executive committee positions to be filled by any member of the Board who is interested at the time the position becomes vacant.

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 be custodian of all funds of the Association. He shall keep accounts of all sums of money received and expended by the Association and of the assets and liabilities of the Association. He shall have custody of all books pertaining to the funds of the Association, and such records and books are to be kept at the head office of the Association. All funds of the Association are to be deposited in a chartered bank.

5) The Treasurer shall be custodian of all funds of the Association. He shall keep accounts of all sums of money received and expended by the Association and of the assets and liabilities of the Association. He shall have custody of all books pertaining to the funds of the Association, and such records and books are to be kept at the head office of the Association. All funds of the Association are to be deposited in a chartered bank or Credit Union.

Reason: This clause allows JSCA to utilise the services of a credit union as well as a chartered bank.

By-law IV. Committees

1) The Board of Directors shall appoint such committees as may be necessary to fulfil 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.

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

Reason: gender neutral

By-Law V

1) The annual meeting of the Association shall be held in the fourth quarter of each year at such time and place as may be determined by the Board of Directors. Written 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.

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.

Reason: To clarify the fourth quarter of the calendar year not he fiscal year.

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 than fourteen days prior to the date set for the general meeting.

2) A quorum at any meeting of the Association shall be twenty (20) members or such other number as may be fixed by the Association in the general meeting.

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.

NEW By-Law IX. Oath of Office

A. Oath of Executive Officers

"I ... Director Elect of the Jericho Sailing Association, do swear that I meet all of the requirements of the Association by-laws and am qualified to serve on the Association Board of Directors. I further promise to do all in my ability to further the objectives of the Jericho Sailing Centre Association.

B. Oath of Membership

I solemnly swear that I will faithfully perform the duties of my office as a member of the Jericho Sailing Centre Association and that I will not allow any private interest to influence me in the performance of such duties.

The NEW BY-Law IX requiring the current By-Laws IX to X, X to XI, and so on with XV becoming XVI!

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 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 two of the following officers: President, Vice-president, Secretary, Treasurer, or General Manager.

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 succeeding 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.

DATED the _____ 1st _____ day of ___ October ___, 1974.

Amended the _____ day of _____, 20__.