

By-law No. 1

A by-law relating generally to
the transaction of business and affairs of

WEST HAWK LAKE YACHT CLUB, INC.
(referred to here as "the Corporation")

Article 1- General

1.01 Purpose

The purpose of the Corporation is to support, promote and facilitate the sport of sailing, including offering training programs, running competitive events and holding personal and real property consistent with that object.

1.02 Head Office

The head office will be in the area in and around West Hawk Lake, Manitoba at such place as the directors may from time to time determine.

Article 2- Board of Directors

2.01 Role and Size of Board of Directors

The affairs of the Corporation will be managed by a Board of Directors.

The Board of Directors will be composed of at least three and not more than 12 Directors.

2.02 Qualifications of Directors

In addition to any qualifications required by law, to be a Director, a person must also be a Member of the Corporation

2.03 Election and Term

The incorporators will serve as the initial Board of Directors until the first annual meeting of the Members.

Thereafter, the Board of Directors will be elected by the Members at each annual meeting of the Members and the term of office of the Board will be from the date of its election to the next annual meeting of the Members or, in the case of a Director, the office of that Director becomes vacant as provided for in this By-law.

A Director may be re-elected to serve on the Board of Directors. There is no limit on the number of consecutive terms a Director may serve.

2.04 Vacancies

The office of a Director will be vacated:

- (a) if the Director resigns office by written notice, which resignation will be effective at the time specified in the notice;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable of his or her own affairs by a court or under Manitoba law; or
- (d) if the Director ceases to be qualified to be a Member.

2.05 Filling Vacancies

Where the office of a Director becomes vacant, the remaining Directors may appoint another person as a replacement, provided that if the vacancy results in only two Directors remaining in office, the remaining Directors will immediately appoint a replacement.

A person appointed to replace a Director who has vacated office will serve until the next occurring annual meeting of the Members.

2.06 No benefits accrue of Directors

No Director is entitled to remuneration for acting in that capacity and no Director will directly or indirectly receive any profit from serving as a Director, provided that:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their duties as Directors; and
- (b) Directors may be paid remuneration incurred in connection with services they provide to the Corporation in a capacity other than as Directors, provided that the amount of any such remuneration is:

- (i) considered reasonable by the Board of Directors;
- (ii) approved by the Board of Directors for payment by resolution passed before such services are rendered; and
- (iii) prior to providing any services to the Corporation in respect of which a Director wishes to seek remuneration, the Director has declared his or her conflict of interest in providing such services and takes no part in the decision of the Board of Directors regarding the request for remuneration.

Article 3 - Board Meetings

3.01 Calling of Meeting

Meetings of the Board of Directors may be called by the Commodore or any Vice Commodore at any time and any place with or without notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator will call the first meeting of the Directors by giving not less than two days notice to the other incorporators, stating the time and place of the meeting.

If a quorum of Directors is present, a newly elected Board of Directors may, without notice, hold its first meeting immediately following an annual meeting of the Members.

3.02 Notice of Board Meeting

Notice of a meeting of the Board of Directors is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have consented to the holding of the meeting in their absence.

If notice of a meeting of the Board of Directors is required, the time and place for the holding of a meeting of the Board will be given to every Director not less than seven days before the date that the meeting is to be held.

If notice of a meeting of the Board of Directors is required, that notice may be given by email or verbally by telephone or in person.

3.03 Chair of Board Meetings

The Commodore will preside at meetings of the Board of Directors provided that, in the absence of the Commodore, the Directors present shall choose one of their number to act as the Chair.

3.04 Quorum

Quorum for a meeting of the Board of Directors is a majority of the Directors.

If a quorum is present at the opening of a meeting, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting

3.05 Voting

Each Director has one vote.

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes cast. In case of a tie, the motion will be determined to have failed to pass. The Chair will not have a tie-breaking vote.

3.06 Participation by Telephone or Video Conference

A Director may participate in a meeting of the Board of Directors by telephone or via video conference.

Article 4 - Officers

4.01 Appointment of Officers

The Board of Directors will appoint, from among the Directors, a Commodore and at least one Vice Commodore at its first meeting following incorporation and thereafter at its first meeting following the annual meeting of the Members.

The Board may appoint such other officers as it deems necessary, who will perform such duties as the Board may prescribe from time to time, provided that, if the only officers appointed are the Commodore and one Vice Commodore, the Vice Commodore will also serve as the secretary-treasurer of the Corporation.

4.02 Tenure of Officers

An Officer will cease to hold office upon resolution of the Board of Directors or until that person resigns as an officer or ceases to be a Director, whichever first occurs.

4.03 Duties of the Commodore

The Commodore will provide leadership to the Board of Directors, ensure the integrity of the Board's process and represent the Board to outside parties.

The Commodore will co-ordinate actions of the Board of Directors in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors.

4.04 Duties of the Secretary-Treasurer

The secretary-treasurer will keep a list of the names and contact information of the Members and ensure that all reports are prepared and filed as required by law.

The secretary-treasurer will also have custody of the funds of the Corporation and will present a statement of the financial position of the Corporation at each annual meeting of the Members and at any meeting of the Board of Directors if requested by the Commodore.

4.05 Duties of other Officers

Other Officers shall be responsible for the duties assigned to them by the Board of Directors.

Article 5 - Members

5.01 Members

Those persons who were members of the unincorporated organization known as "West Hawk Lake Yacht Club" on the day immediately prior to the incorporation of the Corporation are deemed to be Members of the Corporation as of the date of incorporation.

Any person of legal age who is the legal owner of a seasonal, temporary or permanent residential structure located in the area in and around West Hawk Lake, Manitoba or within a 15 kilometer radius of the center of West Hawk Lake is entitled, upon request, to be a Member of the Corporation.

Any other person of legal age who is interested in furthering the purposes of the Corporation may apply for membership in the Corporation and will become a Member upon acceptance of his or her application by the Board of Directors.

5.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member dies, is found to be incapable of managing his or her own affairs or resigns or the person no longer meets the requirements for membership set out in Section 5.01 of this by-law.

Article 6 - Members' Meetings

6.01 Annual Meeting

Each year, an annual meeting of the Members of the Corporation will be held on a Saturday between July 15 and August 15 at a time and place in the area in or around Big Island Landing on West Hawk Lake in Manitoba fixed by the Board of Directors.

6.02 Business to be transacted

The business transacted at the annual meeting will consist of:

- (a) acceptance of the agenda;
- (b) receipt of the minutes of the previous annual meeting of the Members;
- (c) consideration of the financial statements;
- (d) election of the Board of Directors; and
- (e) such other business as may be set out in the notice of meeting or as may be raised at the meeting by any Member.

6.03 Notice

Not less than seven and not more than 14 days notice of an annual meeting of the Members will be given to each Member.

Where two or more Members belong to the same immediate family, notice of an annual meeting may be sent to one of those Members and will be deemed to be notice sent to all.

Notice of the annual meeting will be sent by email to the addresses of Members in the records of the Corporation. It is the responsibility of each Member to ensure the Corporation has his or her current email address and the Corporation, in sending notice of the annual meeting to the email address in its records, will be deemed to have properly given the Member notice of the annual meeting.

Except for any special business a Member raises at the annual meeting, a notice of any annual meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

6.04 Quorum

A quorum for the transaction of business at the annual meeting of the Members is a majority of the Members.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

6.05 Chair of the Meeting

The Commodore will be the chair of the annual meeting of the Members, provided that in the Commodore's absence, a Vice Commodore chosen in advance of the annual meeting by the Commodore will act as chair.

6.07 Voting of Members

Decisions to be taken at an annual meeting of the Members will be decided by a majority of the Members present at the meeting, determined as follows:

- (a) each Member will be entitled to one vote;
- (b) votes will be taken by a show of hands and the chair of the meeting shall have a vote;
- (c) no proxies will be permitted;
- (d) an abstention will not be considered a vote cast; and
- (e) if there is a tie vote, the motion is lost.

Article 7 - Adoption and Amendment of By-laws

7.01 Adoption of By-laws

The Board of Directors may from time to time enact by-laws for such purposes as the Directors determine appropriate.

A copy of any new by-law enacted by the Board of Directors will be posted on the web site of the Corporation and a link to that new by-law will provided to the Members in the notice of the next following annual meeting of the Members.

7.02 Amendments to By-laws

This by-law may only be amended by a majority of the votes cast at an annual meeting of the Members.

Where the Members amend this by-law, a copy of that amendment will be posted on the web site of the Corporation.

The Board of Directors may from time to time amend any by-law other than this by-law.

A copy of any amendment to a by-law enacted by the Board of Directors will be will be posted on the web site of the Corporation and a link to such amendment will provided to the Members in the notice of the next following annual meeting of the Members.

Article 8 – Other Matters

8.01 Execution of Documents

Any document requiring execution by the Corporation may be signed by the Commodore provided that, in the absence of the Commodore, the Commodore may designate a Vice Commodore to execute any document.

8.02 Financial Year

The financial year of the Corporation will be from January 1 in each year to December 31 in the same year, provided that the first financial year of the Corporation will be from the date of incorporation to December 31 in the year of incorporation.

Article 9 - Effective date

9.01 Effective Date

This by-law is effective when enacted by the Board of Directors.

9.02 Publication of this By-law

A copy of this by-law will be posted on the web site of the Corporation and a link to it will be provided to the Members in the notice of the first annual meeting of the Members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 27th day of APRIL, 2017.

Dated as of the 27th day of APRIL, 2017.

A handwritten signature in blue ink, appearing to read "Adventer", written over a horizontal line.

Commodore