



**TRENT SEVERN ANTIQUE AND CLASSIC BOAT  
ASSOCIATION**

**GENERAL BY-LAW #1**

September 20, 2012

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# TRENT SEVERN ANTIQUE AND CLASSIC BOAT ASSOCIATION

## BY- LAW # 1

A By-law relating generally to the organization and conduct of the affairs of Trent Severn Antique and Classic Boat Association

**BE IT ENACTED** as a by-law of the Trent Severn Antique and Classic Boat Association as follows:

### 1.00 Name

The name is “Trent Severn Antique and Classic Boat Association”.

### 2.00 Purpose

The purpose of this association is to promote and enjoy the preservation and usage of the antique watercraft by including its member in social events and communication.

### 3.00 Interpretation

In this and all other by-laws and resolutions of the corporation, unless the context indicates otherwise:

- a) “board” means the board of directors of the association;
- b) “documents” means all paper writing generated by and having to do with association’s business. A non-limiting example of documents is deed, lease, data stored on a computer disk or other medium, mortgage, receipt, letter, resolution;
- c) “mail” includes transmission by electronic mail, fax, hand delivery or postal mail;
- d) “personal information” means any information about an identifiable individual, but does not include the name, title or business address or telephone number of an employee of an organization
- e) the singular means the plural;
- f) the masculine gender includes the feminine gender;

### 4.00 Head Office

The head office shall be such place as the board may designate.

### 5.00 Membership

Trent Severn Antique and Classic Boat Association



The association can have unlimited members, with honorary members.

## **6.00 Directors**

The association shall be managed by a board of directors consisting of a maximum of sixteen (16) persons.

### **6.01 Representation**

If possible, there will be representation from areas where the majority of our members reside.

### **6.02 Eligibility**

Each director shall be a person of at least the full age of eighteen (18) years, and must be a member of the association.

### **6.03 Exclusions**

None

### **6.04 Term of Office**

The term and restrictions of the Board of Directors positions are as follows:

- (a) the term of a Board of Directors member is two (2) years;
- (b) no person may serve on the Board of Directors for more than five consecutive terms if other members are willing to become Directors. The exception is the Past President, who may, by the nature of his office, be required to serve one extra term;
- (c) a former Executive Committee member who is restricted by subparagraph 6.04(b) may be re-elected to the Executive Committee following a period of one (1) year during which the person is not a member of the Board of Directors.

### **6.05 Nomination of Directors**

A person nominated for election as a director shall give written consent for the nomination. The nomination shall be by way of written application for new directors and by the nominating committee for those already serving as a director. Nominations must be received by the Secretary at least fourteen (14) days prior to the AGM.



## **6.06 Additional Clause re: Nomination**

Nominations for new directors may be presented to the Board, by the nominating Committee, at the meeting at which the appointment is considered.

## **6.07 Resignation**

A director shall resign by submitting written notice to that effect, delivered either personally or by mail, fax or e-mail, to the head office of the association. The notice shall indicate a specific date for the resignation to be effective. The board may accept the resignation by resolution at the meeting next following delivery of the resignation.

## **6.08 Leave-of-absence**

A director may request a leave of absence from the board. The request shall be in writing and signed by the director or by an agent specified by the director in writing. The board shall consider the request at the next meeting following receipt of the request. If granted the Board shall specify the time period and when the leave of absence becomes effective and shall notify the director of the decision as soon as conveniently possible after the meeting. Official written notification of the decision shall be made by mail or e-mail, addressed to the address supplied by the director.

## **6.09 Leave-of-absence - Restriction**

No leave-of-absence shall be granted for a period greater than six (6) months or at the discretion of the Executive Committee.

## **6.10 Future Position**

A director who has resigned may be considered for any future vacancy by following the procedure noted above in 6.05 and 6.06.

## **6.11 Removal of a Director**

A director shall automatically cease to hold office if:

a resolution to that effect is passed by a two-thirds majority of the members of the association voting at a meeting duly called for that purpose, provided that notice of the intent to call such a vote, naming the Director, is given at least fourteen (14) days prior to the meeting.



## **6.12 Vacancies**

All board vacancies, regardless of how they occur, shall be filled by the Directors as soon as reasonably possible by an approved motion.

## **6.13 Remuneration of Directors**

All director positions are voluntary. No director shall receive any form of payment from the board from performing director functions. The board may reimburse any director for expenses reasonably incurred in the performance of director functions as per Board Policy.

## **6.14 Conflict of Interest**

Each director is in a position of trust with the association. As such, all directors shall act in good faith when dealing with or on behalf of the association. No director shall be in a conflict of interest position between the association and personal or business interests.

## **7.00 Conflict**

Where a director has a personal interest, direct or indirect, in any matter, he or she shall disclose the interest fully at a meeting of the directors in the manner prescribed by the association. That director shall refrain from discussing or voting on any matter which directly or indirectly relates to the conflict. All conflict disclosures shall be recorded in the minutes.

## **8.00 Meetings**

The board shall meet at least eight (8) times per fiscal year at the head office or such other place decided upon.

### **8.01 Special Meetings**

A special meeting may be called by the Secretary at the request of any one (1) member of the Executive Committee, or at the written request of any three (3) Directors. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place within the territorial jurisdiction of the association as determined by the Secretary. Notification of the meeting shall be given to all directors at least seven (7) days prior to the meeting. The date of giving the notice does not count in computing the time required for this or any other section of this by-law.



## **8.02 Notice of Meetings**

- (a) Notice of all board meetings shall be delivered to all directors by either: phone, mail, fax or e-mail to the location provided by the director.
- (b) The board may designate a regular day, time and place for meetings. If a time and place are so designated, the notice requirement of this sub-section does not apply to those meetings held at the designated time and place.

## **8.03 Errors or Omission in Notice**

Any notice not received or accidentally not given does not invalidate the business done at the meeting. Any director not receiving notice may waive the notice requirement and may ratify and confirm any business done at the meeting.

## **8.04 Directors Shall Attend**

All directors shall attend all meetings. If a meeting cannot be attended the director shall notify the Secretary prior to the meeting. **No meeting should be missed without reasonable excuse.**

## **8.05 Failure to Attend**

If any director, without reasonable excuse or without notifying the President or Secretary, misses either fifty percent (50%) of meetings in a fiscal year or three (3) meetings in a row that director may be deemed to no longer be a director. A director who will be removed as a result of this section must be notified by phone, in writing, by fax or by e-mail at least fourteen (14) days before the meeting at which this section will take effect.

## **8.06 Voting**

All votes at a meeting shall be passed by a fifty percent (50%) plus 1 majority of directors attending the meeting or by proxy in writing. A quorum of directors is a fifty percent (50%) majority of all directors, not including vacancies, and a meeting cannot properly be constituted without a quorum present at the meeting. Votes may be cast by all Directors excluding the Chair of the meeting. Should there be equal votes cast the Chairperson has the deciding vote. Votes by secret ballot may be requested by any board member.

## **8.07 Open or In Camera**





All meetings are open to those persons as the board may determine by resolution. The board may hold all or part of a meeting *in camera* in which case it shall pass a resolution to that effect. Only directors shall participate in a vote but the board may hear from any person attending the meeting on any question before the board.

#### **8.08 Minutes**

Minutes of all meetings shall be taken and submitted to the board for approval at the next following meeting. Each director is entitled to a copy of the minutes.

#### **8.09 Adjournment**

Any meeting may, by a resolution by the board, be adjourned to be continued at a later date. A motion to set the date of continuation shall be passed by a majority of the attendees. Any business on the agenda but not yet completed may be completed at the new date. No notice of an adjourned meeting being continued is required.

#### **8.10 Annual Meeting**

The association shall hold an annual general meeting of the Directors at the head office of the association or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint by resolution. Each annual general meeting must be held within fifteen (15) months of the previous annual general meeting.

### **9.00 Executive Committee**

The persons noted in this section, namely, the President, Vice-President, Past President, Secretary and Treasurer, shall constitute the Executive Committee of the board. A majority of the Executive Committee shall constitute a quorum. Should there be a vacancy on this Committee the remaining members may exercise all Committee powers. Any vacancy shall be filled by the Directors as soon as possible after it occurs. Executive members may only serve in the same position for up to two terms after which, they may continue on the Executive but in another capacity.

The Board of Directors, by motion, may adjust the above, when necessary.

#### **9.01 Officers - Elected by Board, Term**

Trent Severn Antique and Classic Boat Association



The board may elect a President, a Vice-President and Events Chairman. The board may elect a secretary and a treasurer which may be the same person. If it is the same person they get a single vote. Elections shall be held at the Annual General Meeting, or at another time when a position on the Executive Committee becomes vacant.

The term of an executive committee member is two (2) years;

The Board of Directors, by motion, may adjust the above, when necessary.

## **9.02 Other Officers**

The board may appoint such other officers as it wishes. In addition to the powers indicated in this by-law all officers have the authority to perform the duties required and permitted by the board.

## **9.03 Duties of President**

The President, or representative, shall:

- (a) preside over all meetings of any type;
- (b) supervise corporate business;
- (c) be a signatory, when necessary, along with one (1) other Executive Officer on cheques, promissory notes or contracts;
- (d) appoint committee members;
- (d) being an *ex officio* member of all committees; and
- (e) perform such other duties as required or designated by the board.

## **9.04 Duties of Vice-President**

The Vice President, or representative, shall:

- (a) act in the place of the President if that individual is unable to act. In that instance the Vice President has all the powers and duties of the President; and
- (b) perform such other duties as required or designated by the board.
- (c) be a signatory, when necessary, along with one (1) other Executive Officer on cheques, promissory notes or contracts;

## **9.05 Board May Appoint Acting President**

If necessary the board may appoint an acting President.

## **9.06 Duties of Secretary**



The secretary, or representative, shall:

- (a) keep minutes of meetings, and distribute these to the directors;
- (b) give notices and call meetings pursuant to these bylaws;
- (c) maintain the corporate books and all relevant documents; and
- (d) perform such other duties as required or designated by the board.
- (e) be a signatory, when necessary, along with one (1) other Executive Officer on promissory notes or contracts.

#### **9.07 Duties of the Treasurer**

The Treasurer, or representative, shall:

- (a) review and recommend on the financial affairs of the association.
- (b) when requested by any member of the Board, provide an indication of the financial position of the association;
- (c) recommend to the board for appointment of an Audit Committee;
- (d) cooperate with the Audit Committee; and
- (e) be a signatory, when necessary, along with one (1) other Executive Officer on cheques, promissory notes and/or contracts.
- (f) The Audit Committee shall review the Association's books at the end of each fiscal year.

#### **9.08 Executive Committee Manages Association**

Between board meetings the association shall be managed by the Executive Committee as they deem in the best interests of the association.

#### **9.09 Meetings of Executive Committee**

Meetings of the Executive Committee shall be conducted according to the rules and procedures for Board meetings as stated in this by-law, including the requirement of notice. Minutes shall be kept of all meetings of the Executive Committee, and these minutes must be presented at the next Board Meeting.

#### **10.00 Other Committees**

There shall be such other committees made up of directors as the board deems necessary. A sub-committee may be appointed from the committee members if necessary. Except as otherwise established in this by-law, each committee shall keep minutes of its meetings, and records of its activities and recommendations, and shall report to the Board at such intervals as required by the Board.

#### **10.01 Purpose and Powers**

Trent Severn Antique and Classic Boat Association



The board shall designate the purpose and powers of each committee. The committee membership and terms of reference shall be approved by resolution of the Board, and the committee shall consider such matters as are referred to it by the Board.

### **10.02 By-laws Apply**

The committees shall hold such meetings as they deem necessary. Unless specifically exempted by a resolution of the Board, all provisions of this by-law apply to the conduct of the committee and its members.

## **11.00 Corporate Documents**

The board shall ensure that all necessary and required association documents are regularly and properly kept.

### **11.01 Signatures**

All documents requiring a signature shall be signed by the officer or person designated by the board.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **11.02 Execution of Documents**

All contracts and evidence of debt may be executed only as directed by the Board of Directors. The President and either the Secretary or such other designated officer shall execute, in the name of the association, all contracts or other Instruments so authorized by the Board of Directors.

### **11.03 Records**

All financial records must be kept for a minimum of seven years. Board and AGM minutes should be kept indefinitely as a means of conserving the history of the organization.

### **11.04 Confidentiality**



All logs, records, files, information or documents of every kind whatsoever, prepared or gathered by the association in the normal course business, save and except the required public corporate records are confidential and the exclusive property of the association.

#### **11.05 Personal Information**

All personal information collected by the association shall be in compliance with the principles of the *Personal Information Protection and Electronic Documents Act*.

#### **11.06 Signed Documents Bind Association**

All documents properly signed on behalf of the board are binding upon the association without any other formality or authorization.

### **12.00 Banking**

By annual resolution, the Board shall authorize those officer(s) and/or person(s) who may conduct only necessary and proper association business with any financial institution designated in the resolution.

#### **12.01 Borrowing**

Board resolution may authorize the association to borrow such funds on such terms as are necessary to properly conduct association business. The resolution shall name the individual(s) who may act on behalf of the board for the particular transaction. Each borrowing transaction shall require a board resolution.

### **13.00 Fiscal Year**

The fiscal year of the association shall be November 01 to October 31 of the following year.

### **14.00 Fund Raising**

The board may authorize any fundraising campaign which may result in donated funds to support and facilitate association operations.



## **15.00 Appointment of Auditors**

If required the board may appoint a licensed public accountant as auditor to hold office until another auditor is appointed. The person or firm appointed shall not have a legal relationship to any director or person associated with the board. The auditor shall report to the board on the financial status of the association and on any other matter required by the Act.

## **16.00 Amendments**

This by-law may be amended by a resolution passed by a two-thirds (2/3) majority vote of all Directors authorized to vote at a meeting. Notice of the meeting at which the proposed amendment will be presented and voted must be made in accordance with this by-law at least fourteen (14) days prior to the meeting.

THIS BY - LAW WAS PRESENTED, ACCEPTED AND PASSED BY THE BOARD OF DIRECTORS THIS 9<sup>th</sup> DAY OF OCTOBER, 2012.



## APPENDIX 1

### TO BY-LAW #1

#### Policies and Procedures

##### Expenses:

The association will reimburse volunteers and staff who incur approved out-of-pocket expenses while on association business. At all times board members, volunteer and staff members will seek to use the most economical action to meet the purpose.

The Board will annually review the following definition for out-of-pocket expenses for board members, staff and volunteers:

The following expenses incurred on routine business for the association do not normally require prior approval of the

Executive Committee - Auto Expenses at the current defined rate per km for

- use of a private vehicle.
- Parking fees incurred
- Reasonable expenses for meals (excluding alcohol)”

For Budgeting purposes expenses incurred for workshops, conferences or overnight meetings will require prior approval from the Executive committee:

- Cost of public transportation (air, bus, train, etc.)
- Conference registration
- Reasonable expenses for meals (excluding alcohol)
- Reasonable accommodation when necessary
- Parking fees incurred

Date: September 20, 2012

##### The Use of Internal E Mail:

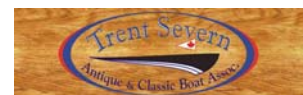
E mail received from an unknown or untrusted source must not be distributed to any member of the TSACBA.

E mail of a personal nature must not be distributed to other TSACBA members without the written permission from the sender.

E mail of a business nature must not be distributed to TSACBA members who are not directly involved in the item of business without written permission from the sender.

Care and consideration must be given to the sending and distribution of all TSACBA internal e mail.

Trent Severn Antique and Classic Boat Association



Rationale:

E mail written as a quick response to an issue, especially one that is emotionally charged, often represents the very worst in what the, now often too common, use of e mail as a communication tool has to offer. We try our best to say what we mean and mean what we say but we all too often fail at both and once we have put something in writing and circulated it where it can be re circulated it often takes on a life of its own and goes way beyond what we intended.

Procedure:

Don't write anything in an e mail that you would not want printed on the front page of the daily newspaper.

Don't say anything about another person that you would not want said about yourself.

If you do not want it circulated mark it as CONFIDENTIAL.

If you really don't want it circulated don't send it.

If you receive an e mail marked CONFIDENTIAL, treat it as such and do not circulate it.

Show consideration and respect for others and the TSACBA in your comments.

When attempting to use e mail to respond to an emotionally charged issue. First, unless it is absolutely necessary, draft the e mail and let it sit in the Draft folder for a day or two. Then, read it and edit it to make sure it fairly represents what you really want to say. Call a few individuals whose opinion you respect to get some feedback before you complete the draft and send it. This approach, while not infallible, will help keep you focused on the issue and avoid personal comments that are best kept to yourself and not shared with a larger group only to be taken out of context and/or misunderstood. When it comes to forwarding correspondence or items for information, especially to a group of people, make sure it is from a source that you know and trust. Just send it FYI and limit editorial comments to a bare minimum if you make any at all. If it needs to be explained it should come to a Director's meeting so that it can be discussed and people have an opportunity to ask questions.

Date: March 2, 2010

