

## **SCHEDULE “A”**

### **ARTICLES OF ASSOCIATION OF EDMONTON YACHT CLUB**

1. In these Articles, unless the context otherwise requires or as hereinafter amended by these Articles, expressions defined in the *Companies Act*, R.S.A. 2000, c. C-21 or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.
2. In these Articles, unless the context otherwise requires words implying the singular shall include the plural, and vice versa, and words implying the masculine gender shall include females.
3. The fiscal year of the Club shall end December 31st.
4. Members shall not receive any net revenue or profits from the Club. The Club is formed solely for the purpose of promoting recreation among its Members. The Club will therefore apply gross or net revenue, if any, in promoting its objects. The Club is not formed with gain for its object, therefore no dividend shall be divided among the Members of the Club, the intention being that Section 202 of the *Companies Act* and amending acts shall apply to the Club.

#### **DEFINITIONS**

5. In these Articles the words in the first column in the Table following, shall bear the meanings set opposite to them in the second column:

<b><u>Words</u></b>	<b><u>Meanings</u></b>
a. Board	Board of Directors of the Club
b. “Club” or “Company”	Edmonton Yacht Club
c. In Writing	Written, typewritten, printed or partly one or partly the other
d. Member	The holder of one or more shares in the share capital of the Club
e. Month	Thirty Days
f. Register	Register of Members listing all members holding shares in the Club from time to time
g. Year	January 1st to December 31st inclusive in any year

#### **MEMBERSHIP, SHARES, DUES & ENFORCEMENT**

6. Every person lawfully registered on the books of the Club as the holder or joint holder of a share in the share capital of the Club and who has not been suspended or expelled, or whose share

has not been cancelled, forfeited or sold, or who has not withdrawn in accordance with these Articles, shall be a Member.

7. All Members are admitted and are given the privileges and responsibilities of the Club as set forth in these Articles and the rules and regulations of the Club duly approved by the Board as made or amended from time to time.
8. Spouses, partners and dependent family members of Members in good standing may use the facilities of the Club and shall, subject to these Articles and the rules and regulations of the Board be entitled to the privileges of the Club House and grounds, in accordance with the Club Handbook.
9. Members in good standing may introduce their friends as guests at the Club and such guests shall subject to these Articles and the rules and regulations of the Board in that behalf, be entitled to the privileges of the Club House and grounds, in accordance with the Club Handbook.
  - a. Fees may be charged to guests and visitors for use of Club House, facilities and grounds, as fixed by the Board from time to time.
  - b. A Member introducing any guest or visitor to the Club, its Club House, facilities and grounds, shall be responsible for the behavior of such visitor and for the payment of any damages or accounts which he, she or they may cause the Club.
10. The membership of the Club shall consist of the various classes of Members as may be established, defined and authorized by the Board from time to time. The total number of Members shall be limited to two hundred (200), being the maximum number of shares authorized to be issued by the Memorandum of Association, subject to any amendments thereto from time to time.
11. The Register of Members of the Club shall be kept which shall be sufficient evidence of Membership for all purposes:
  - a. The name and address or other contact information for every Member shall be recorded in the Register.
  - b. Each member shall be personally responsible to ensure that address or other contact information is current, and any changes to same are provided to the Club without delay. The Club shall be entitled to rely on the last known address for each Member recorded in the Register when required to provide Notice to Members under any provision of these Articles.
  - c. The Club shall not issue certificates as evidence of Membership in the Club.
12. Application for membership in the Club must be in writing upon forms prescribed by the Board:
  - a. All applications must be signed by the applicant, and must be accompanied by the subscription fee fixed for the membership applied for.
  - b. Any money paid on or accompanying an application for membership will be refunded if membership is denied.
  - c. The Board shall consider all applications for membership, which may be approved by the Board at a duly and properly constituted meeting of the Board, on a majority vote of Directors present in favour.

13. When necessary, a waiting list may be established and the names of applicants for Membership in the Club placed on the list in the order in which the same are approved for Membership by the Board. In such circumstances, membership in the Club shall be allotted in the order in which the applicant's name appears on the waiting list.
14. Any Member in good standing may, on or before May 1st in any year with the approval of the Board, nominate a person ("Associate Member") to take over his Membership and privileges in the Club for any one season. Such Associate Member shall be entitled to such rights and privileges and subject to such restrictions as the Board may prescribe. Upon the approval of the Board of such nomination, and upon payment of the annual dues of any Associate Member by such nominee, such Member shall be freed from further liability for payment of his annual dues for that one season.
15. As soon as feasible after each Annual Meeting, the Board shall determine the annual fees payable by Member, which said annual dues shall be payable yearly in advance and shall be due on the 1st day of May in each year.
16. Annual dues shall become due and payable whether or not a Member shall take advantage of the privileges mentioned in Article 7 hereof.
17. The annual dues of each Member shall be a debt due by such Member to the Club.
18. Any Member whose annual dues or other indebtedness to the Club is paid up in full, shall be at liberty to withdraw from the Club at any time on giving written notice thereof to the Secretary.
19. In the event that any Member does not pay dues owing to the Club as and when they are due, the following shall apply:
  - a. Any Member who fails to pay any indebtedness to the Club within thirty (30) days after the bill for the same has been rendered shall by reason thereof be liable to suspension from the privileges of the Club House, grounds and facilities of the Club. Such Member's name, and the amount of his indebtedness may be posted in the Club House at any time after the lapse of the said period of thirty (30) days.
  - b. No Member shall be elected to the Board or be entitled to attend or vote at any meeting of the Club or of the Board, as long as such Member is liable to suspension for non-payment of his annual dues or otherwise.
  - c. If outstanding arrears are not paid within a further period of fifteen (15) days from the date of posting of the Member's indebtedness, the delinquent Member may be suspended by the Board and dealt with in accordance with this Article.
  - d. Where a Member has been suspended for failure to pay his annual dues or other monies payable to the Club as provided in these Articles, the Board may exercise the powers of the Club set out in these Articles to cancel the Member's share upon such terms as the Board shall fix.
20. The Board may reduce the annual dues if deemed advisable, and the Board shall have full power to reduce such annual dues, or any part thereof, of any Member, in such circumstances as the Board shall deem warranted. The Board shall further have power to extend the period for cause

shown in any individual case and also to reinstate any suspended Member upon payment of the dues or monies owing and such fine as the Board may impose.

21. If any Member behaves or conduct him/herself in a manner that in the opinion of the Board is detrimental to the character, reputation or interests of the Club, the said Board may summon such Member to appear before them to explain such conduct. If such Member fails to appear or having appeared, fails to satisfy the concerns of the Board with regard to the Club's character, reputation or interest, the Board may by majority vote suspend such Member from the privileges of the Club, or cancel the membership of and expel such Member from the Club on such terms and for such length of time as the Board deems suitable.
22. A Member whose membership has been cancelled and who has been expelled or is under suspension for any reason shall not be entertained at the Club by another Member.
23. All rights of membership of any Member and all interest in any privilege of the Club shall cease upon death, resignation or expulsion of such Member, in which case the share shall be cancelled and the subscription amount in respect thereof shall be paid out by the Club to the former Member or Estate, subject to Article 9.

#### **ALTERATION OF CAPITAL AND SHARES**

24. The Club may by special resolution alter the conditions of its Memorandum of Association so as to increase its authorized share capital by the creation of such number of new shares of such amount, as the special resolution shall prescribe.
25. Any new shares shall be subject to the same provisions as the existing shares in the Club.

#### **MEMBER MEETINGS**

26. Annual Meetings of the Club shall be held within the Province of Alberta at such time and place as may be determined by the Board, on at least seven (7) days' notice to all persons as are, under the regulations of the Club, entitled to receive such notices from the Club, but not later than March 31<sup>st</sup> of each year. The meeting shall receive the reports of the Board for the preceding year; elect the Directors necessary to complete the Board, and transact such other general business as may legally come before the meeting.
27. The Board shall convene a special meeting of the Members on at least seven (7) days' notice to all persons as are, under the regulations of the Club, entitled to receive such notices from the Club. Non-receipt of the notice by any Member shall not invalidate the proceedings of any general meeting. The notice period shall be exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given. The notice shall specify the place, day, and hour of meeting. In case of special business, the general nature of that business shall be given, whether previous notice thereof has been given or not.
28. Only qualified Members not subject to suspension as provided for in these Articles may vote at a meeting of the Club.
29. The accidental omission to give notice of any meeting to any Member shall not invalidate the proceedings at any such meeting, or any part thereof.

30. The Commodore or, in the Commodore's absence, the Vice Commodore of the Club shall preside as chair at every general and special meeting of the Club. In the absence of the Commodore and Vice Commodore at any meeting, the Members present shall choose one of their number to be chair.
31. No business shall be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The quorum necessary for the transaction of the business at a meeting of the Members, excepting Special Resolutions of the Members, shall be fixed at 1/3 of all Members recorded at the relevant time in the Register of Members, unless otherwise fixed by the Board from time to time.
32. The order of business at the Annual Meetings of the Club shall be:
  - a. Reading of minutes of last annual or any special general meeting held thereafter.
  - b. Receiving the reports of the Board.
  - c. Confirming any regulations passed by the Board, consideration and, if necessary, approval of all acts of Directors.
  - d. Election of Directors.
  - e. Appointment of External Accountant and Waiver or Appointment of Auditor and direction for Financial Statements.
  - f. Unfinished business.
  - g. New business.
33. The Board shall at least one (1) month prior to each Annual Meeting appoint a Committee of three (3) Members, to be known as the Nominating Committee, whose duty it shall be to nominate eight (8) or more Members for election to the Board, and to cause to be mailed to every Member a list of the nominees at least two (2) weeks prior to such Annual Meeting. No other candidate shall be voted for at such meeting unless at least three (3) other Members shall file his name as nominee with the Secretary at least seven (7) days previous to the said meeting. Voting papers shall be furnished at the meeting giving the names of all candidates.
34. The chair of a meeting of the Members may, with the majority consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a recorded vote is demanded by at least one Member entitled to vote. Unless a recorded vote is so demanded, a declaration by the chair of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Club, shall be conclusive proof of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

36. A recorded vote demanded in respect of any matter shall be taken immediately and in such manner as the chair of the meeting directs, and the result of the recorded vote shall be deemed to be the resolution of the matter.
37. In the case of an equality of votes, whether on a show of hands or on a recorded vote, the chair of the meeting shall be entitled to a second or casting vote.
38. Subject to Article 35, on a show of hands or recorded vote, every Member present in person shall have one (1) vote and no more. Unless otherwise approved by a majority of all members in advance, all voting shall be done by Members present in person and not by proxy.
39. In the case of joint holder, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

### **DIRECTORS**

40. Subject to Article 42, the Board shall consist of from eight (8) – twelve (12) Members elected by a ballot at the Annual Meeting of the Club. Only Members shall be eligible for election to the Board.
41. The Club shall from time to time set the number of Directors within the range provided for in Article 40 by ordinary resolution of the Members, whether previous notice thereof has been given or not.
42. The Directors may act notwithstanding any vacancy in their body. However, if their number is reduced below the minimum number fixed by Article 40 or as amended, those Directors remaining may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Club, but for no other purpose.
43. Directors shall be elected for a term of one (1) year (except as herein provided in the case of the filling of a casual vacancy) and shall hold office until their successors are elected or appointed.
44. A retiring Director shall be eligible for re-election.
45. Any casual vacancy occurring in the Board may be filled by the Directors for the remaining time in the term of a vacated position.
46. Directors shall declare any potential conflict of interest in advance of discussion in respect of which the Director, or member of a Director's immediate family, may be personally concerned or interested in or participating in, and shall recuse him or herself from the discussion and not vote in respect of such matter. Upon such declaration, and in the absence of the Director, the Board may by majority vote award any contract or work done for or material supplied to the Club to such Member or company, partnership or other business venture involving the Director.

### **DISQUALIFICATION OF DIRECTORS**

47. The office of a Director shall be deemed vacated if the Director:
  - a. by notice in writing to the Club, resigns his office;
  - b. ceases to be a Member;

- c. is absent from Board meetings for three (3) consecutive meetings without the consent of the Board;
  - d. becomes liable to suspension for failure to pay his annual dues in any year, or failure to pay other fees, debts or accounts due to the Club;
  - e. becomes bankrupt; or
  - f. becomes a dependent adult or dies;
48. The Board may by special resolution remove any Director for cause before the expiration of the Director's period of office, and may by an ordinary resolution appoint another person in the Director's stead.

### **PROCEEDINGS OF DIRECTORS**

49. A Board meeting may be formally called to meet at the Club House or any other convenient place, or the Directors may meet together or attend at such meetings through use of video, telephone or digital technology, with or without gathering physically, for the dispatch of business. Special meetings of the Board shall be called by the Secretary either at the direction of the Commodore or on the written request of three (3) Members of the Board.
50. Notice of such Board meeting shall be delivered, mailed or communicated to each of the Directors not less than seventy-two (72) hours before the meeting is called to take place.
51. At all meetings of the Board:
- a. the quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be a majority of the Board;
  - b. the Directors may, subject to these Articles, adjourn and otherwise regulate their meetings, as they think fit;
  - c. questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair shall have a 2nd or casting vote; and
  - d. the Commodore of the Club shall be chair of the Board, and in the Commodore's absence the Vice Commodore, if any. If there is no Commodore or Vice Commodore, or if at any meeting neither the Commodore nor Vice Commodore is present within ten (10) minutes after the time appointed for holding it, the Directors present may choose one of their number to be chair of the meeting.
52. The Board may also pass resolutions and dispatch business through the use of email or digital votes (including text messages), but only on unanimous approval of all directors. If unanimous approval is not confirmed, a meeting shall be required.
53. All decisions or acts done by any meeting of the Board, or by any person acting as a Director, shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, as if every such person had been duly appointed and was qualified to be a Director

## **COMMITTEES**

54. Subject to the provisions for Officers and committees set out below, the Board may from time to time appoint Standing Committees, which may include but at not required or restricted to:
- a. Finance & Audit Committee;
  - b. Fleet Committee;
  - c. Harbour Committee;
  - d. Hurry Inn Committee;
  - e. Club House Committee;
  - f. Strategic Planning Committee; and
  - g. such other special Committees as the Board may deem advisable from time to time.
55. The Board may delegate any of its powers to a Committee or Committees consisting of such Director or Members as it thinks fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.
56. Subject to the provisions of these Articles prescribing the chair for each Committee, the Board may appoint a person to chair any Committee established by it. Where the Articles do not prescribe who shall chair, and should the Board not appoint a chair, each such Committee may elect a chair of their meetings. If no such chair is elected, or if at any meeting the chair is not present within ten (10) minutes after the time appointed for holding it, the Members present may choose one of their number to be chair of the meeting.
57. A Committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the Committee members present, and in case of an equality of votes the chair shall have a 2nd or casting vote.
58. Any minute of any meeting of the Board or any Committee if signed by the chair of such meeting or of the next succeeding meeting shall be receivable in evidence without further proof.
59. No Committee shall make any expenditure chargeable to the Club until the expenditure or a budget therefor has been first approved by the Board.
60. The names of all Members of all Committees shall be posted in the Club House. All Committees shall be subject to the Board, which shall have power finally to decide any question or jurisdiction or otherwise.
61. Committees, if required by the Board, shall report on all business transacted under any consideration.
62. All new rules or regulations made by any Committee shall be approved by the Board before being enforced. Questions arising at a committee meeting shall be decided in the same manner as at a Board Meeting. At all meetings of the committees, the majority of the Members shall constitute a quorum.



### **STRATEGIC PLANNING**

63. The Board may appoint a Strategic Planning Committee, which shall be responsible to develop and update the Club's Strategic Plan, and to generally act as an advisory group to the Board as required in the development and ensuring currency of the overall strategy and goals of the Club, or specific strategies required in respect of specific situations or issues.

### **OFFICERS**

64. The Officers of the Club shall be appointed by the Board and shall, unless the Board chooses to leave any position vacant, consist of the following:

- a. Commodore;
- b. Vice Commodore;
- c. Past Commodore;
- d. Secretary;
- e. Treasurer;
- f. Fleet Captain;
- g. Harbour Master;
- h. Assistant Harbour Master;
- i. Hurry Inn Manager;
- j. Clubhouse Manager; and
- k. Membership Manager.

65. The Board shall meet for the election of Officers as soon as convenient after each Annual Meeting.

66. Each Officer shall hold office for one (1) year, or until his successor is appointed. The Commodore and Vice Commodore and Fleet Captain shall be Members of the Board. Other officers may be appointed who have not been elected to serve as Directors on the Board.

67. The offices of Secretary and Treasurer may, at the discretion of the Board, be held by the same person.

68. The Board may appoint such additional Officers, and may engage such officials and others as may be deemed necessary from time to time.

69. The Directors and Officers shall duly comply with the provisions of the *Companies Act*, or any statutory modification thereof then in force.

### **COMMODORE AND VICE COMMODORE**

70. The Commodore shall preside at all meetings of the Club and of the Board and shall be an *ex officio* Member of all Committees.

71. In event of any vote resulting in a tie at any meeting presided over by the Commodore, the Commodore shall have an additional casting vote.

72. In the absence of the Commodore, the Vice Commodore shall perform his duties.

#### **PAST COMMODORE**

73. The Past Commodore position shall hold no formal duties, responsibilities or powers but shall be available to assist the Commodore as requested from time to time. The person holding the position of Past Commodore shall be the person who was the Commodore immediately prior to the appointment of the currently serving Commodore.

#### **SECRETARY**

74. The Secretary shall:

- a. keep a record of all proceedings of the meetings of the Club and of the Board, and of all Committees;
- b. cause to be mailed notices of all meetings of the Club and of the Board as provided by these Articles;
- c. together with the Membership Manager, keep a register of shareholders and a register of Members properly classified;
- d. be the custodian of the Club's seal, books, documents and papers; and
- e. shall attend to such correspondence and other business of the Club as the Board shall direct.

#### **TREASURER**

75. The Treasurer shall:

- a. receive all monies collected on behalf of the Club;
- b. pay all accounts when approved by the Board;
- c. keep books, accounts and vouchers of the same, to the satisfaction of the Board and the Auditor;
- d. deposit the funds of the Club in the Club's bank from time to time;
- e. at each Annual Meeting of the Club, present a statement of the financial affairs of the Club for the preceding fiscal year after the same has been duly audited, such report to include:
  - i. a Balance Sheet as at the 31st day of December, such Balance Sheet shall contain a faithful summary of the assets and liabilities of the Club, arranged under suitable heads;
  - ii. a Profit and Loss Account;
  - iii. a Statement of Receipts and Disbursements for the year ending the 31st day of December preceding; and
  - iv. Report of the Auditor.

76. A copy of the Balance Sheet, Profit and Loss Account, Statement of Receipts and Disbursements, and of the Report of the Auditor shall be sent to each Member at least seven (7) days prior to the date set for the Annual Meeting.
77. At least once in each year, the accounts of the Club shall be examined and the correctness of the balance sheet and profit and loss statement shall be ascertained by one or more Auditors appointed by the Members at the Annual Meeting, who may but are not required to be Chartered Professional Accountants. If any casual vacancy occurs in the office of Auditor, the Board may fill the same. The Auditor shall at all reasonable times have access to the books and accounts of the Club.
78. To assist and better complete the duties of the Treasurer, the Board may appoint a Finance and Audit Committee, in which case the duties and processes of that Committee shall be as follows. The Finance and Audit Committee will, if duly appointed:
- a. be chaired by the Treasurer, and shall have charge of all the finances of the Club;
  - b. receive estimates of expenditures from the several committees of the Board and thereafter shall prepare a budget and present the same to the Board, together with their recommendations, not later than the 1st day of May in each year;
  - c. generally exercise such other rights and powers as may be delegated to it by the Board from time to time;
  - d. ensure that true accounts are kept of:
    - i. all sums of money received and disbursed by the Club and the matters in respect of which such receipt and expenditure took place;
    - ii. all sales and purchases of goods by the Club;
    - iii. the assets and liabilities of the Club; and
    - iv. all other transactions affecting the financial position of the Club.
79. The books of account shall be kept by the Treasurer at such place as the Board determines by resolution, and shall always be open to inspection by the Board.
80. As provided for in Articles 65 and 66 above, one or more Auditor(s) may be appointed by the Members on recommendation of the Board through the Finance and Audit Committee, and the Auditor's duties shall be regulated in accordance with the *Companies Act*, or any statutory modification thereof for the time being in force.
81. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of Members not being Directors, and no Member, not being a Director, shall have any right of inspecting any account or book or document of the Club except as conferred by law or authorized by the Directors or by ordinary resolution, whether previous notice thereof has been given or not.

#### **FLEET CAPTAIN**

82. The Fleet Captain and in his absence, his designate, shall have control of all Club organized and sanctioned sailing and racing activities. The Fleet Captain shall be chair of the Fleet Committee,

and be responsible for equipment necessary to racing activities including committee boat, racing course buoys, and other equipment acquired by the Club from time to time.

83. To assist and better complete the duties of the Fleet Captain, the Board may appoint a Fleet Committee, in which case the duties and processes of that Committee shall be as follows. The Fleet Committee will, if duly appointed:
- a. regulate and control all club sailing, competitions and the offering and award of prizes and trophies and shall attend to the collection of all entry fees;
  - b. have general charge and shall regulate and control all races and competitions taking place at any regatta at which the Club is the host club and the power to make and enforce rules for the conduct of such regattas and interpret and apply the same as well as all rules of sailing;
  - c. have power to select all Club teams;
  - d. make, amend and enforce local rules and interpret and apply the same, as well as all rules of sailing;
  - e. determine and alter the dates of competitions and to set apart the courses, or any part, for the exclusive use of particular races or competitions. When so set apart, no person not entered in such competition shall be allowed to sail or be thereon unless authorized by the Fleet Committee; and
  - f. have the power, subject to the approval of the Board, to regulate and control all matters in connection with formal regattas of other recognized clubs in which Club teams or Members participate upon formal invitation including all regional, provincial, national and international competitions.

#### **HARBOUR MASTER AND ASSISTANT HARBOUR MASTER**

84. The Harbour Master shall:
- a. be responsible for all offshore facilities of the Club, including fixed docks, floating docks, safety craft and moorings;
  - b. provide guidance to the Membership regarding location of moorings, allocations and safety at the docks;
  - c. chair the Harbour Committee if one is established by the Board;
  - d. supervise the installation of harbour facilities in the Spring;
  - e. oversee maintenance of all such offshore facilities over the Summer; and
  - f. supervise retrieval of all offshore facilities in the Fall.
85. The Assistant Harbour Master shall support the Harbour Master in the performance of these duties. In the absence of the Harbour Master, the Assistant Harbour Master shall perform his duties.
86. To assist and better complete the duties of the Harbour Master, the Board may appoint a Harbour Committee, in which case that Harbour Committee will, if duly appointed, act as an advisory group to the Harbour Master as required for the provision and maintenance of appropriate Club offshore facilities.

**HURRY INN MANAGER**

87. The Hurry Inn Manager shall have full charge of the onshore facilities of the Club with the exception of the Club House, and will be responsible for the maintenance and management of the Club's grounds, cabins and trailer spots. The Hurry Inn Manager will work closely with the Harbor Master as well as the Membership Manager to coordinate activities like wait lists and boat storage, and will develop and update a capital and operating plan for Hurry Inn, and shall see that the same are kept in good order and repair. All expenditures chargeable to the Club for the purposes of the Hurry Inn shall first be approved by the Board.
88. To assist and better complete the duties of the Hurry Inn Manager, the Board may appoint a Hurry Inn Committee, chaired by the Hurry Inn Manager, in which case that Committee will act as an advisory group to the Hurry Inn Manager as required. The Committee may also hear and consider all complaints and suggestions relating to its activities which said complaints shall be made in writing, the whole subject to the approval of the Board.

**CLUB HOUSE MANAGER**

89. The Club House Manager shall have full charge of and be responsible for the maintenance,, safety and Upgrade of the Club House, and as well all the property, furnishings, dishes, linen, tools and equipment of every nature used therein or in connection therewith and shall see that the same are kept in good order and repair and shall also have charge of all staff and employees. The Club House Manager shall develop and update a capital and operating plan for the Club House. All expenditures chargeable to the Club for the purposes of the Club House shall first be approved by the Board.
90. To assist and better complete the duties of the Club House Manager, the Board may appoint a Club House Committee, chaired by the Club House Manager, in which case that Committee will act as an advisory group to the Club House Manager as required for the provision and maintenance of the Club House and the development and maintenance of the capital plan for the Club House. The Committee may also hear and consider all complaints and suggestions relating to its activities which said complaints shall be made in writing, the whole subject to the approval of the Board.

**MEMBERSHIP MANAGER**

91. The Membership Manager shall receive, process and present new memberships to the Board for approval, maintain and keep current at all times the Register, process annual renewal of existing Members, and coordinate with the Harbor Master and Hurry Inn Manager in regard to assignments and waiting lists for moorage, cabin and trailer spot assignments, and boat storage.

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

92. The Club shall provide for all potential liability of Directors and Officers arising through their good faith efforts on behalf of the Club, including providing indemnification of Directors for acts on behalf of the Club, to the maximum extent permitted by law, including indemnification for costs incurred by such Directors defending actions against one or more of them.

93. In addition, the Club shall obtain appropriate levels of directors and officers insurance in an aggregate amount reasonably acceptable to the Directors on the Board, and provide to the Directors evidence of same.

#### **THE SEAL**

94. The seal of the Club shall not be required but where appropriate may be affixed to any instrument only by authority of a resolution of the Board, whether previous notice thereof has been given or not. Where required, the Seal may be affixed under the signature of such Officers of the Club as may be prescribed in and by resolution, or, if no Officers are prescribed by the resolution, in the presence of
- a. The Commodore of the Club and either the Secretary or the Treasurer; or
  - b. In the absence of the Commodore, any two (2) Directors of the Club and the Secretary,
  - c. and such Officers shall sign every instrument to which the seal of the Club is so affixed in their presence.

#### **RULES**

95. The Board may from time to time make and promulgate any rule or rules in connection with the Club House or other club facilities with respect to the use thereof by Members or guests, and may publish such rules in the Club Handbook, to be updated from time to time as required.

#### **NOTICES**

96. Notice required for any purposes under these Articles may be given by the Club to any Member either personally or by sending it to the contact information recorded in the Register of Members by either mail or email as directed by the Member:
- a. Where notice is provided by email, service of the notice shall be deemed to be effected by properly addressing and sending the email, and to have been effected immediately.
  - b. Where a notice is sent by mail, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the day following the date of posting.