



## 1. **Name**

The name of this non-profit corporation shall be the Great Lakes Sea Kayaking Association.

## 2. **Objectives**

The objectives of Great Lakes Sea Kayaking Association (hereafter referred to as the "Association") shall be to promote and enhance the enjoyment of coastal kayaking in the Great Lakes area, and such other complementary objectives.

## 3. **Headquarters**

The Association shall maintain headquarters in the Greater Toronto Region or at any other location in the Province of Ontario as may be determined from time to time by the Board of Directors (hereafter referred to as the "Board").

## 4. **Membership**

### 4.1 **Membership Classification**

Membership in the Association shall be open to all persons interested in sea kayaking. Each single membership is entitled to one vote. Each family membership is entitled to two votes. All voting is to be done in person.

### 4.2 **Cancellation of Membership**

The Board may, by resolution, and for just cause, suspend or terminate the membership of any member, provided that no termination is effective unless and until ratified by the membership at the next Annual General meeting or general membership meeting.

### 4.3 **Membership Fees**

The Board shall have the power to set the membership fees.

## 5. **The Board and Officers**

### 5.1 **Number of Directors and Appointment of Officers**

The Board shall consist of six elected members. A President, Secretary, and Treasurer shall be chosen from the Board members. The Board shall appoint, either from within or from the membership at large, a Membership Secretary, a Trips Committee Chairperson, a Newsletter Editor, a Rendezvous Committee Chairperson, an Association Web Master and any other Officers the Board may designate from time to time.

### 5.2 **Election of the Board**

Elections for the members of the Board shall be held at the Annual General meeting. Board members shall be elected for a two year term, and may stand for re-election. There shall be three positions on the Board open for election annually.

### 5.3 **Board Meetings**

There shall be at least two meetings of the Board annually. Meetings shall usually be called by the President, but may also be called at the request of any two Board members. A quorum for a Board meeting shall be any four Board members.



## 5.4 Vacancies on the Board

Vacancies on the Board, however caused, shall be filled at the next Annual General meeting. The person elected to fill the position of a prematurely vacated Board position shall only serve the remainder of that Director's term.

If there is no quorum possible for a Board meeting due to these vacancies, a general membership meeting shall be called within three months to fill the vacancies.

## 5.5 Voting at Board Meetings

Questions arising at any meeting of the Board shall be decided by a majority. A majority is defined to be half of those voting plus one. When there is a tied vote the motion is defeated. The meeting will normally be chaired by the President or his/her delegate. The Chair may cast his/her singular vote to create or break a tie.

## 5.6 Declaring a Board Seat Vacant

The Board may declare vacant the position of any Director who has refused or neglected to attend three consecutive meetings of the Board.

## 5.7 Removal of an Officer

An Officer may be removed for just cause from his/her office by a two-thirds vote at a Board meeting. Notice of intention to remove an Officer must be given to all Board members at least ten days in advance of the meeting date.

## 5.8 Duties of Officers

- (a) **President:** The President shall be responsible for the general planning and overall running of the Association. He/she is responsible for ensuring the objectives of the Association are met and the elections for the Board are held annually. Unless otherwise delegated, the President is designated as the Chair at the Annual General meeting, Board meetings or any other general membership meetings.
- (b) **Secretary:** The Secretary shall record the proceedings of all meetings of the Board, the Annual General meeting and any other general membership meetings. He/she is also responsible for keeping any previous records of the Association.
- (c) **Treasurer:** The Treasurer shall be responsible for keeping timely and orderly accounts of all income and expenditures and presenting financial statements at the Board and Annual General meetings. Once per year, he/she should arrange an independent review of the statements.
- (d) **Membership Secretary:** The Membership Secretary shall be responsible for maintaining an up-to-date membership list and the collection of membership fees.
- (e) **Trips Committee Chairperson:** The Trips Committee Chairperson shall be responsible for identifying Trip Organizers, making sure that officially sanctioned trips are publicized in the Newsletter and on the Association website. Trip Organizers are to be directed to the Trip Organizer Guidelines, and other relevant information on the Association website.
- (f) **Newsletter Editor:** The Newsletter Editor shall ensure the publication of a newsletter four times annually on the dates stated by the Board. The Editor shall have responsibility for the Newsletter contents including the advertising.



- (g) **Rendezvous Committee Chairperson:** The Rendezvous Committee Chairperson shall work closely with the Board in organizing an Association Rendezvous and Rendezvous Committee. At the Board's discretion, the Rendezvous will be held annually in the month of June. The chairperson shall advise the Board on appropriate sites to hold this event, ensure the availability of adequate facilities and draw up the Rendezvous program.
- (h) **Association Web Master:** The Association Web Master will be responsible for maintaining accurate and current content on the Association website.

## 6. **Indemnification of Directors and Officers**

For the purposes of this section, the term "Officer" includes Trip Organizers and other persons who at the Association's request act or acted for the Association's behalf, as well as those Officers listed in sections 5.1 and 5.8.

The Association shall indemnify a Director or an Officer, a former Director or Officer or any other person who acts or acted at the Association's request and each such person's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Association, provided that:

- (a) such person acted honestly and in good faith with a view to the best interests of the Association, and
- (b) in the case of a criminal or administrative action or proceeding enforced by monetary penalty, such person had reasonable grounds for believing that the impugned conduct was lawful.

The Association may enter into agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

## 7. **Annual General Meetings**

There shall be an Annual General meeting held in the fall, after the fiscal year end closing, at the call of the President. The quorum for the Annual General meeting shall be twelve members in person (or whatever larger number is required to satisfy the Ontario Business Corporations Act), including the President and three other members of the Board.

## 8. **Robert's Rules of Order**

The Association will conduct its meetings using Robert's Rules of Order.

## 9. **The Newsletter**

The newsletter shall be known as QAYAQ and shall be published quarterly.

## 10. **Fiscal Year**

The fiscal year of the Association shall terminate on the 30th day of September in each year.

## 11. **Amendments to the Bylaws**

The Association's Bylaws can be amended at the next Annual General meeting or the next general membership meeting by a two-thirds vote. The amendment(s) must be circulated in writing to the membership at least three weeks prior to the meeting.