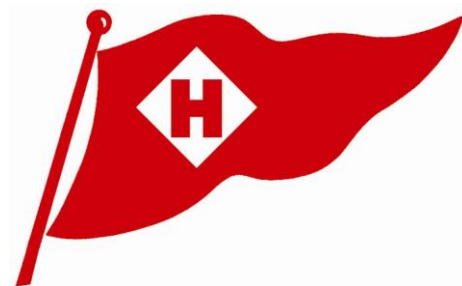


**THE HUDSON YACHT CLUB INC.**

**HUDSON, QUEBEC**



**BY-LAWS OF INCORPORATION**

**(Updated January 2020)**

## By-Laws

### CANADA

### PROVINCE OF QUEBEC

ELIZABETH THE SECOND, by the grace of God of the United Kingdom, Canada and her other realms and territories Queen Head of the Commonwealth, Defender of the Faith.

To all whom the present letters may concern or who may see them,

#### GREETING:

WHEREAS part Third of the Quebec Companies' Act, provides that the Lieutenant-Governor may, by Letters Patent issued under the Great Seal, grant to three or more persons, petitioning therefor, a charter constituting them a corporation for objects of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional, or sporting character, or the like, but without pecuniary gain;

WHEREAS the persons hereinafter designated have filed a petition praying for a charter constituting them a body corporate and politic for the purposes hereinunder described;

WHEREAS the said persons have complied with the conditions precedent to the granting of the desired charter, and the objects of the undertaking of the proposed company are amongst those for which the Lieutenant-Governor may grant a charter under Part Third of the Quebec Companies Act constituted and by these present Letters Patent do constitute the following persons, to wit: Harold Dunbar Mullan, Insurance Broker, Harold Gillmeister, Manufacturing Executive, both of Hudson, Arthur Howard Mullan, Real Estate Broker, Earl Francis Freeman, Professional Engineer, Percival Richard Franklin, District Sales Manager, all three of Hudson Heights, and any others who are or shall become members of the corporation, a corporation for the following purposes:

- (a) To establish, maintain and conduct a Yacht Club and to promote among the members of the Corporation and others, an interest in yachting, yacht racing, yacht designing and building and recreation and aquatic sports in general.
- (b) To purchase, take on lease, hire or otherwise acquire and hold lands, buildings, equipment, appliances and other facilities and conveniences for the purposes of the Corporation and for the members of the Corporation and others and to equip, furnish and maintain the same and also to borrow moneys for the purposes of the Corporation on the security of the assets and on the credit of the Corporation and to sell, alienate, hypothecate and dispose of its property.
- (c) To provide recreational and social activities and other interests for the members of the Corporation and others.

## By-Laws

- (d) To promote yachting, sailing, boating, swimming and other sports or games and to arrange matches and competitions of every nature and to offer or grant and contribute towards prizes, awards and distinctions.
- (e) To receive, acquire and hold gifts, donations, legacies and devices and to receive moneys by way of dues, fees, assessments or otherwise and to hold or expend the same for the purposes of the Corporation.
- (f) To buy, sell, lease and hold immovable for the purpose of investment beyond the immovable property needed for the purposes of the Corporation.
- (g) To take or otherwise acquire and hold shares, debentures or other securities of any other Corporation having objects altogether or in part similar to those of the Corporation or carrying on any business capable of being conducted as directly or indirectly to benefit to the Corporation and to sell or otherwise deal with the same.
- (h) To acquire all or any of the property, assets and rights and to assume all or any of the liabilities of "Hudson Yacht Club Incorporated" upon the winding-up or dissolution thereof.
- (i) The powers granted do not permit gambling practices of any nature and in particular do not permit the conducting or playing of any game of chance or any mixed game of chance and skill.
- (j) Upon the dissolution of the Corporation, any assets remaining after payment and satisfaction of the dues and liabilities shall be transferred to an organization or organizations having cognate or similar objects.

The amount to which the value of the immovable property which the corporation may possess, is to be limited, is One hundred and fifty thousand dollars (150,000.00) for land and buildings, or Ten Acres. The corporate name of the corporation to be

### "THE HUDSON YACHT CLUB INC"

The chief place of business of the said corporation to be at Village of Hudson, in the District of Montreal, in our said Province. The following persons are named provisional directors of the corporation, to wit: The Applicants.

IN TESTIMONY WHEREOF, we have caused these Our Letters to be made Patent, and the Great Seal of Our said Province of Quebec to be thereunto affixed; Witness: Our trusty and well beloved the Honourable ONESIME GAGNON, P.C., Q.C., Lieutenant-Governor of Our Province of Quebec, represented by Mr. L. Desilets, in conformity with Section 2, Chapter 275, R.S.Q., 1941. Given at Our Government House, in Quebec, this sixteenth day of June in the year of Grace, one thousand nine hundred and fifty-eight and of our Reign the seventh. By Command,

Jean Bruchesi,  
Assistant Provincial Secretary.

## **By-Laws**

### **BY-LAW NO. 1**

#### **ARTICLE 1 - MEMBERSHIP**

##### **Section 1: Eligibility**

The following shall be members of the Club:

- 1.1 The applicants for incorporation.
- 1.2 All members in good standing of Hudson Yacht Club Incorporated at the date these By-laws are enacted.
- 1.3 Any person who may be subsequently admitted to membership pursuant to these By-laws.

##### **Section 2: Applications**

- 2.1 All candidates for full membership must reside within the Club boundaries and be nominated on an application form provided by the Club, by two Senior Members to whom the Candidate is personally known. Letters of recommendation supporting the application shall be submitted in confidence to the Club.
- 2.2 Upon receipt of the completed application form and letters of recommendation, a representative(s) of the Board of Directors (Membership Committee) will meet the applicant to describe the nature of the Club, its regulations and By-laws, and the obligations of membership.
- 2.3 At the earliest convenience of the Board of Directors thereafter, the application for membership shall be placed before the directors who shall decide as to the candidate's eligibility and desirability for membership. The application shall be voted upon and a negative vote of more than one-third of the Directors present shall exclude. If so requested by one Director, such voting shall be by closed ballot.
- 2.4 Applications for reinstatement of former members will be reviewed by the Board of Directors and voted upon. A negative vote of more than one-third of the Directors present shall exclude. If so requested by one Director, such voting shall be by closed ballot.



## By-Laws

### 4.2 Membership Requirements

- 4.2.1 Members who have reached their 29th birthday before May 1st in any given year shall be classified as U35 Members and shall pay the applicable annual fee. A U35 Member must become a full Senior Member in order to enjoy voting rights and harbour privileges.  
Alternatively, members who have reached their 24<sup>th</sup> birthday before May 1<sup>st</sup> in any given year have the option for Intermediate Sabbatical Leave according to the following guidelines:  
No Club privileges  
No communications (ScuttleButt, billing, etc.)  
No re-initiation penalty  
During the December preceding their 29th birthday the member on Intermediate Sabbatical Leave will be required to advise Hudson Yacht Club Board of Directors of their intentions in writing  
Members on Intermediate Sabbatical Leave may only visit the Club on two occasions per year as a guest of a member in good standing as per the By-Laws.
- 4.2.2 Members who have reached their 35th birthday before May 1st in any given year shall be classified as Senior Members and shall pay the applicable annual fee.
- 4.2.3 Members who have reached their 65th birthday before May 1st in any year, and have been a member for 10 years or longer, shall on application, be classified as a Senior 65 Member or Senior Associate 65, whichever is applicable.
- 4.2.4 Members who have reached their 70th birthday before May 1st in any year, and have been a member for 30 years or longer, shall on application, be classified either as a Senior 70 (+30 years), or a Senior Associate 70 (+30 years) Member, whichever is applicable.
- 4.2.5 One of the partners of a married or common law couple (as defined by current Quebec Legislation), the other being a Senior Member residing in one home shall be classified as a Senior Associate Member.
- 4.2.6 Members who have reached their 18th birthday but who have not reached their 29th birthday as of May 1st in any given year shall be classified as Intermediate Member.
- 4.2.7 Members who have reached their 7th birthday but who have not reached their 18th birthday before May 1st in any year shall be classified as Junior Members.
- 4.2.8 Members who have reached their 2nd birthday but who have not reached their 7th birthday before May 1st in any year shall be classified as Juvenile Members.
- 4.2.9 Only dependents residing in the home of a Senior or Intermediate Member will be accepted for Juvenile and Junior Membership.
- 4.2.10 Only members whose summer and winter residence are outside a radius of 80 km from the Club are eligible to apply for a Non-resident Membership.
- 4.2.11 The Board of Directors is empowered to grant at its discretion, complimentary or special membership privileges to the clergy and other dignitaries or in situations of special need or protocol.

## By-Laws

4.2.12 In order to promote sailing at Hudson Yacht Club, a category for new members only is introduced titled Limited Crew Membership. Membership must be approved by the Board. Each applicant would be reviewed annually taking into account the prior year's conduct. The proposing skipper is responsible for the person applying for the Limited Crew Membership as per the By-Law 1, Article VIII, Section 2. The applicant must apply in writing c/o the H.Y.C. Director of Membership, be sponsored by the skipper (who must be an H.Y.C. Senior member who owns a yacht) and seconded by the Club Captain.

Residence:

- (a) He/she must reside outside the membership boundaries of H.Y.C.;
- or
- (b) He/she may reside within the H.Y.C. boundaries and would be eligible for a maximum of two years.

Use of the Club would be limited to those days in which a racing event is scheduled at our Club, for the duration of the event. The applicant must be one of the regular crew on the yacht owned by a Club Senior member. The application form must include the boat type, name and size of crew. The number of applicants per skipper is not limited. An I.D. card would be issued. This membership would not have signing privileges; all purchases must be cash only. Should an applicant terminate his/her sailing on the skipper's boat:

- (a) the applicant must find a new sponsor and comply with all the guidelines;
- or
- (b) the applicant is dropped and may only re-apply the following year and comply with all the guidelines.

The applicant may sail on another yacht with permission from his/her sponsor. There will be no refunds. All the above guidelines would be on the application form to be signed by the proposing skipper, the applicant and the Directors of Membership and Senior Sailing. The fees would be credited to the membership revenue account for general use. The fee for membership will be 34% of the Senior Annual fees and must be approved by the Board at a monthly Board meeting as per the By-Laws. This fee is to be paid on the first billing notice. No late payment schedules apply to this membership.

4.2.13 Notwithstanding the boundary provisions of By-Law NO. 1, Article 1, Section 2.1, the Board of Directors is empowered, in extraordinary cases, to accept memberships from beyond the established boundaries, when the situation is deemed exceptional.

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### **Section 5: Setting of Entrance Fees, Annual Fees and Assessments**

- 5.1 Entrance fees, annual fees and assessments shall be determined at the first General Meeting of the Club and may be altered at any subsequent General Meeting, but such alteration must be specified in the Notice calling the Meeting

### **Section 6: Entrance Fees**

- 6.1 Entrance fees will apply to all applicants listed as follows, according to their birth date as of May 1<sup>st</sup> in any given year.
- |                                   |                                     |
|-----------------------------------|-------------------------------------|
| Senior age 35-64 years            | 100% of the entrance fee            |
| Senior 65 years and over          | 60% reduction from the entrance fee |
| Under 35 (U35) and Intermediate * | 50% reduction from the entrance fee |

**\*Note:** Both partners of a married or common law couple (as defined by current Quebec Legislation) residing in the same home who both wish to be members must both be under 35 years of age as of May 1<sup>st</sup> in any given year to qualify.

- 6.2 An applicant accepted for reinstatement for any membership category shall pay the applicable entrance fee, or the resident back fees and assessments which were missed in the intervening years.
- 6.3 Senior Associate members who no longer qualify for Senior Associate Membership for the reason that they no longer reside in the home of a Senior Member shall likewise qualify for Senior Membership on application and payment of the applicable entrance fee less a credit of 20% for each year of membership in another category.
- 6.4 A Senior Associate 65 Member who no longer qualifies for Senior Associate Membership for the reason that they no longer reside in the home of a Senior Member shall qualify for Senior Membership without payment of an entrance fee.
- 6.5 To encourage family membership, the new partner of a married or common law couple, as defined by current Quebec Legislation), residing in the same home and their children up to the age of 29, will be admitted, without an entrance fee, as non-voting members in the applicable membership categories.
- 6.6 Entrance Fees, if any, must accompany the application for membership and in the case of applications for membership received after May 1st in any year; payment of both entrance fees and annual dues must be submitted with the application for membership. If for any cause an application is not acceptable, the amount submitted with the application will be returned immediately.



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### **Section 7: Annual Fees**

7.1 The annual fees will be based on a reduction from the Senior Member's annual fee according to the following schedule:

	<u>2016</u>	<u>2017</u>	<u>2018</u>
Senior	0%	0%	0%
Associate Member	63%	61%	60%
Senior 65 (+10 years) Member	60%	55%	50%
Associate 65 (+10 years) Member	68%	66%	65%
Senior 70 (+30 years) Member	73%	69%	65%
Associate 70 (+30 years) Member	75%	73%	70%
Under 35 (U35) Member	50%	50%	50%
Intermediate Member	60%	60%	60%
Junior Member	80%	80%	80%
Juvenile Member	90%	90%	90%
Non-Resident	68%	67%	65%
Limited Crew Member	66%	66%	66%

7.2 Special Memberships granted by the Board of Directors may be accorded a special fee reduction at the discretion of the Board of Directors.

7.3 Fifty percent of Annual Fees are payable by March 1st and fifty percent by May 1st, in each year, with the following exception. One hundred percent of the Annual Fees for Non-Residents is payable by March 1st. If any member shall have failed to pay in accordance with these deadlines, the Secretary shall immediately notify him/her in writing and if the payment due is not paid within ten days from the mailing of such notice, the member's name, address and amount of his/her arrears shall be posted by the Secretary on the Notice Board at the Clubhouse. If the said member has not paid his/her arrears within fifteen days of the posting of such notice, his/her name will be struck from the roll of members and he/she may be re-admitted upon assigning reasons satisfactory to the Board of Directors, together with the payment of all arrears.

7.4 A member in arrears shall not be entitled to enjoy any privileges of the Club.

### **Section 8: Assessments**

Any assessment or fee, direct or indirect, levied to the membership at large must be approved at a General Meeting of the Membership in accordance with the appropriate By-laws.

### **Section 9: Closing of Membership**

The Board of Directors may, at their discretion, from time to time determine the maximum number of members of all categories that may be admitted to the Club.

## **By-Laws**

### **ARTICLE II - CLUB ACCOUNTS**

#### **Section 1: Storage Charges**

Accounts for winter storage and incidental charges are payable before the boats may be launched and in any event not later than July 1st in any year.

#### **Section 2: Miscellaneous Charges**

Accounts for mooring, wharfage, lockers and other miscellaneous charges are payable within thirty days. Bar and House accounts are payable upon billing.

#### **Section 3: Unpaid Club Accounts**

Members whose Club accounts are not paid when due, as specified in Sections 1 and 2 of this article of the By-laws, shall be notified by the Secretary, in writing, and if the accounts are not paid within ten days from the mailing of such notice, the member's name, address and amount of arrears shall be posted by the Secretary on the notice board at the Clubhouse. If the said member has not paid his arrears within fifteen days from the posting of such notice, his name may be struck from the roll of members and he would then only be re-admitted upon assigning reasons satisfactory to the Board of Directors together with the payment of all arrears.

## **By-Laws**

### **ARTICLE III - FLAG OFFICERS AND DIRECTORS**

#### **Section 1: Flag Officers**

The Flag Officers of the Club shall consist of the following:

Honorary Commodore  
Commodore  
Vice Commodore  
Rear Commodore

all of whom must qualify for election as prescribed under Article VI. The Flag Officers will be elected annually at the Annual General Meeting and will hold office until the next Annual General Meeting.

#### **Section 2: Board of Directors**

The Government and Management of the Club shall be vested in a Board of fifteen Directors who shall be Directors of the Club within the meaning of Part III of the Quebec Companies Act. The Board of fifteen Directors shall include the Honorary Commodore, the Commodore (acting as President), the Vice-Commodore (acting as Vice-President), the Rear Commodore and eleven other Directors all to be elected annually at the Annual General Meeting and who will hold office until the next Annual General Meeting.

#### **Section 3: Vacancies in the Board of Directors**

Vacancies in the Board of Directors, from time to time, may be filled until the next Annual General Meeting by the remaining members of the Board electing some duly qualified member of members in good standing to fill the vacancy.

#### **Section 4: Meetings of the Board of Directors**

- (a) Seven members of the Board of Directors present will constitute a quorum for a meeting.
- (b) Meetings of the Board may be held at any time and place at the call of the Commodore, the Vice Commodore, or at the call or any two Directors.

## **By-Laws**

### **Section 5: Duties of the Flag Officers**

- (a) It shall be the duty of the Commodore to preside at all meetings of the members and Directors of the Club and to see that the rules of the Club are strictly enforced. The Commodore shall be an ex-officio member of all committees except the Nominating Committee.
- (b) It shall be the duty of the Vice Commodore to act in the absence of the Commodore and to assist him in the discharge of his duties. The Vice Commodore shall be an ex-officio member of all committees except the Nominating Committee.
- (c) It shall be the duty of the Rear Commodore to act in the absence of the Commodore and Vice Commodore and to assist them in the discharge of their duties.

## **By-Laws**

### **ARTICLE IV - SECRETARY AND TREASURER**

#### **Section 1: Appointment of Secretary and Treasurer**

A Secretary and a Treasurer shall be appointed by the Board of Directors. One person may hold the office of Secretary and Treasurer.

#### **Section 2: Duties of Secretary**

The Secretary shall attend the meetings of the members of the Club and of the Board of Directors and keep minutes of the proceedings thereof in suitable books. He shall send out notices of all meetings as required by these By-laws. He shall receive applications for membership, transmit the same to the Membership Committee or the Directors and notify applicants of their election to membership. He shall keep a roll of the members of the Club and shall be responsible for the correspondence files and records of the Club. He shall perform all the usual duties incident to the office of Secretary.

#### **Section 3: Duties of Treasurer**

The Treasurer shall receive all monies paid to the Club and keep or cause to be kept, accurate accounts of all monies received and payments made in books kept for that purpose. He shall deposit all monies received by him in the name and to the credit of the Club in such bank or other place or places or deposit, as the Directors shall designate. He shall pay by cheque all bills approved for payment by the Directors. He shall provide the Directors with Financial Statements as required. He shall perform all the usual duties incident to the office of Treasurer.

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### ARTICLE V - MEETINGS OF MEMBERS

#### Section 1: Annual General Meeting

The Annual General Meeting of the Club shall be held each year on a date fixed by a resolution of the Board of Directors, upon the call of the Commodore or Vice Commodore and upon Fourteen full days notice in writing to every Senior Member and Honorary Life Member, mailed to his last known address; to receive the Financial Statements and the Report of the Auditor of the Club; to elect Flag Officers and Directors; to appoint an Auditor for the ensuing year and to transact such other business as may properly be brought before the meeting. The Annual Report of the Directors shall be made available electronically or from the Club office upon request..

#### Section 2: Special General Meeting

Special General Meetings of the Club may be held at any time upon the call of the Commodore or the Vice Commodore or at the request of a majority of the Board of Directors or upon the written request of any twenty Senior Members in good standing of the Club addressed to the Board of Directors. Notice of such Meeting shall be given to the voting members in the same manner as herein provided for that of the regular Annual General Meetings, which notice shall specify the nature of the business to be transacted.

#### Section 3: Quorum

At any General Meeting of the Club, twenty Members present who are qualified to vote shall constitute a quorum for the transaction of business.

#### Section 4: Voting

Honorary Life Members may vote at the Annual and any other General Meetings of the Club. Only one Senior Category member, per family, regardless of the annual fee, may vote at the Annual and any other General Meeting of the Club. The same person must register and vote for the duration of any meeting requiring a vote. Once a member is elected to the Board of Directors, they shall be the voting member at all meetings for the duration of their term on the Board.

## **By-Laws**

### **ARTICLE VI - ELECTION OF FLAG OFFICERS AND DIRECTORS**

#### **Section 1: Eligibility for Election**

Only Voting Members and Honorary Life Members in good standing are eligible for election as Flag Officers and Directors of the Club.

#### **Section 2: Annual Elections**

The election of the four Flag Officers and eleven other Directors of the Club shall take place at the Annual General Meeting and the Flag Officers and other Directors so elected will hold office until the next Annual Meeting.

#### **Section 3: Nominating Committee**

- (a) At least forty days prior to the date of the Annual General Meeting, the Directors shall appoint a nominating committee to nominate the four Flag Officers and the eleven other candidates for election.
- (b) The Nominating Committee shall consist of five qualified voting members of the Club, one of which will be the outgoing Honorary Commodore.
- (c) At least fourteen full days before the Annual General Meeting, a list of the candidates proposed for election by the nominating committee shall be mailed by the Secretary to each qualified voting Member at his last known address.

#### **Section 4: Other Nomination**

Any five qualified voting members in good standing may, together, transmit in writing the names of any other fully qualified candidates for election whom they may desire to nominate, and must state specifically the office for which the nominee will stand to be elected, i.e. Flag Officer or Director. All such nominations must reach the Secretary not less than seven full days prior to the Annual General Meeting, and must be accompanied by written consent of the candidate(s) standing for the office specified in the nomination. No other nominations will be accepted. A list of such other nominations shall be mailed by the Secretary to each voting Member in time to reach them before the Annual General Meeting.

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### **ARTICLE VII - POWERS OF THE DIRECTORS**

#### **Section 1: General Powers**

The Board of Directors shall have the government and management of the Club and of its affairs, finances and properties and shall have power:

- (a) To appoint such officers and standing committees as it may deem advisable and so prescribe their duties. The action of such officers and committees shall be at all times subject to the board's supervision.
- (b) To fill vacancies that may occur in any office and to appoint or dismiss at pleasure any officer or servant of the Club.
- (c) To make rules and regulations for the proper management and control of the Club's affairs; to authorize the enforcement of such rules and any of its committees; to enforce due observance of the By-laws and any such rules and regulations to prescribe and enforce penalties.

#### **Section 2: Powers Affecting Property**

The Board of Directors is hereby authorized from time to time, by a vote of two-thirds or more, subject to a limit of \$60,000.00 per project in any one fiscal year:

- (a) To acquire by purchase, lease, donation or otherwise all or any property, movable as well as immovable, and all or any rights in property, for such price or consideration and upon such terms and conditions as they may in their discretion determine.
- (b) To sell, lease, or otherwise dispose of any property, movable as well as immovable, assets, interest, rights or effects of the Club for such price or consideration, and upon such terms and conditions as they may in their discretion determine.

#### **Section 3: Borrowing Powers**

The Board of Directors is hereby authorized from time to time, by a vote of two-thirds or more, subject to a limit of \$60,000.00 per project in any one fiscal year:

- (a) To borrow money upon the credit of the Club and upon the security of all or any of the assets of the Club.
- (b) To issue bonds, debentures, mortgages or other securities of the Club, and to pledge or sell the same at such prices as may be deemed expedient.
- (c) To hypothecate, mortgage and/or pledge all or any of the property of the Club, movable as well as immovable, and to give all such guarantees as may be necessary to secure the payment of loans as well as the payment or performance of any other debt, contract or obligation of the Club.



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### **Section 4: Bank Accounts, Cheques, Drafts and Notes**

The Board of Directors shall cause all monies of the Club to be deposited in an account or accounts in the Club's name in a chartered bank or banks as approved by the Board, and all cheques, drafts, promissory notes and orders for the payment of money shall be drawn, made, accepted or endorsed on behalf of the Club by any two of the following persons: The Commodore, the Vice Commodore, the Rear Commodore, the Treasurer and any other Directors duly appointed for the purpose by the Board.

### **Section 5: Contract**

No contract shall be entered into and no liability or obligation incurred on behalf of the Club by any person, members or committee except such as may be made, incurred, authorized or confirmed by the Board of Directors. No payment of any account or obligation by or on behalf of the Club shall be made except on the authority of the Board of Directors.

### **Section 6: Execution of Instruments**

The Board of Directors shall have power from time to time, by resolution to authorize any officer or officers of the Club, or any Director or Directors to sign contracts, documents or instruments in writing on behalf of the Club generally or to sign specific contracts, documents and instruments in writing and to affix the Club seal when required.

### **Section 7: Investments**

- (a) In particular without limiting the generality of the foregoing, the Board of Directors shall have power from time to time by resolution to appoint any officer or officers of the Club or any Director or Directors to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Club and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.
- (b) All of the shares of other securities carrying voting rights of any other corporation or corporations held from time to time by this Club, may be voted at any and all meetings of shareholders, bondholders, debentureholders, debenture stockholders or holders of other securities (as the case may be) of such other corporation or corporations and in such manner and by such person or persons as the Board of Directors of this Club shall from time to time determine.

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### **ARTICLE VIII - VISITORS**

#### **Section 1: Visitors**

Guests of members of the Club shall be allowed the use of the Clubhouse and Club premises on a proper introduction by a member in good standing with the approval and at a fee to be determined by the Directors. The said guest shall not be introduced to the Club more than twice during the same season. The Club member introducing the guest will be responsible for the conduct of and any expense incurred by such guest.

#### **Section 2: Limited Membership Privileges**

The Board of Directors is empowered to grant special limited membership privileges to houseguests of Senior Members for periods of not more than two weeks in any one-year at such fees as the Directors may from time to time prescribe. Applications for such limited membership privileges should be sent to the Secretary for submission to the Directors and such limited membership privileges will only be granted on the understanding that the Senior Member introducing the guest will assume full responsibility for the conduct of and any expense incurred by such guest.

#### **Section 3: Members of Other Yacht Clubs**

Members of recognized Yacht Clubs who are not residents of Hudson, Hudson Heights, or Como may be admitted as privileged visitors upon the production of the required credentials or by the introduction by a member in good standing and under such terms and conditions as may from time to time be prescribed by the Board of Directors.

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### **ARTICLE IX - POLITICS**

The property of the Club shall not be used for any political purpose or purposes whatsoever.

### **ARTICLE X - FISCAL YEAR**

The fiscal year of the Club shall terminate on the thirty-first day of October in each year.

### **ARTICLE XI - AUDITORS**

The Auditor or Auditors of the Club shall be appointed by the voting members of the Club at the Annual General Meeting.

### **ARTICLE XII - SPECIAL PROVISIONS**

The Board of Directors is hereby specially authorized and empowered for and on behalf of the Club to acquire by purchase, transfer or otherwise all or any of the shares and capital stock of Hudson Yacht Club Incorporated, and all or any of the assets, property, rights and interests thereof, and especially the shares and assets held in trust on behalf of the Club by Hudson Yacht Club Incorporated Members Syndicate.

### **ARTICLE XIII - MAKING, REPEALING OR AMENDING BY-LAWS**

In addition to the present By-laws, the Board of Directors may from time to time make further By-laws for the regulation and management of the business and affairs of the Club, and may likewise, from time to time, repeal, alter, amend or suspend for any length of time the present By-laws, or any part thereof, but any such further By-laws and every repeal, alteration or amendment, unless confirmed by a majority of two-thirds of the voting members present at a General Meeting of the Club duly called for that purpose, shall only have force until the next Annual Meeting of the Club, and in default of confirmation thereat, shall at that time cease to have force and effect.

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### **ARTICLE XIV - CLUB COLOURS AND FLAG**

The colours of the Club shall be red and white. The Club flag shall be the letter "H" in red inserted in a white diamond on a red burgee.

### **ARTICLE XV - CLUB SEAL**

The Seal, an impression of which is stamped in the margin hereof, shall not be used without the sanction of the Commodore, or the Vice Commodore, or the Rear Commodore, or the Secretary or Treasurer or any Director duly appointed by the Board of Directors.

### **ARTICLE XVI - INTERPRETATION**

In all the By-laws of the Club where the context so requires or permits, the singular shall include the plural and the plural of the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine, and wherever reference is made to the Quebec Companies Act it shall include the said Act and every other status amending the same or substituted therefor.

## **By-Laws**

### **BY-LAW NO. 2**

Notwithstanding the provisions of By-law 1, Article VII, Sections 2 and 3, the Board of Directors is hereby authorized to borrow up to \$35,000.00 upon the credit of the Club and upon the security of all or any of the assets of the Club, for the express purpose of meeting the cost of construction of Swimming Pool facilities on the Club property.

### **BY-LAW NO. 3** **(Approved April 26, 1965)**

Notwithstanding the provisions of By-law No. 1, Article VII, Section 2 and 3, the Board of Directors be hereby authorized to purchase land, Lots 157-183 and 157-184, the Senecal property, situated in the Village of Hudson, for the amount of \$20,000.00 and to borrow an amount of \$20,000 to make this purchase, upon the credit of the Club and upon the security of all or any of the assets of the Club.

### **BY-LAW NO. 4** **(Not Applicable)**

(By-law No. 4 represents the changes in By-law No. 1, approved by the membership at the Annual General Meeting, February 25, 1966, and is now incorporated in By-law No. 1).

### **BY-LAW NO. 5** **(Approved June 9, 1969)**

Notwithstanding the provisions of By-law No. 1, Article VII, Sections 2 and 3, the Board of Directors is hereby authorized to purchase additional waterfront property. The property being the 300 feet in width for its full depth on the east side of Lot 159-118, adjacent to the present Club property. The area of the land being approximately 108,000 square feet, for the price of forty thousand dollars (\$40,000.00) without interest, repayable at the rate of two thousand five hundred dollars (\$2,500.00) per year for sixteen years (16), to make this purchase upon the credit of the Club up to the amount of the outstanding balance of the debt.

## **By-Laws**

### **BY-LAW NO. 6** **(Approved December 12, 1977)**

Notwithstanding the provisions of By-law No. 1, Article VII, Section 2, the Board of Directors is hereby authorized to sell at the best terms and conditions that the Board deems it can obtain, the property owned by the Club, presently known as the HYC marine railway yard and where the Clubhouse was formerly located, comprising part of Lot 140 (registration No. 33845 and 42725) and part of Lot 141 (registration No. 42592) of the Village of Hudson, Quebec.

### **BY-LAW NO. 7** **(Approved December 19, 1981)**

To confirm a resolution in accordance with By-law No. 1, Article VIII, that the Board of Directors be empowered to proceed with an expenditure not to exceed \$20,000.00 for the purpose of building of a swim pool washroom facility, and to make this purchase upon the credit of the Club and upon the security of all or any assets of the Club up to the amount of \$20,000.00.

### **BY-LAW NO. 8**

The Hudson Yacht Club Harbour, boat handling and storage facilities shall be governed by a Harbour policy as set out by the Board of Directors. The policy will be reviewed by the Harbourmaster and will be revised when deemed necessary upon approval by the Board of Directors.

### **BY-LAW NO. 9**

Being a By-law, authorizing a petition for Supplementary Letters Patent on a motion duly proposed and seconded it is hereby amended as Special By-law "9" of the Hudson Yacht Club Inc. here and after called "Corporation", that:

The Corporation is hereby authorized to make a Petition to the Minsitere des Institutions Financieres et Cooperatives for the issue of Supplementary Letters Patent changing the name of the Corporation to YACHT CLUB DE HUDSON INC. - THE HUDSON YACHT CLUB INC.

The Directors and Officers are hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing.

### **BY-LAW NO.10** **(Approved February 22, 1986)**

Notwithstanding the provision of By-law No. 1, Article VII, Section 2 (a), that the Board of Directors be empowered to proceed with an expenditure of \$27,500.00 plus applicable taxes for the purpose of purchasing and installing a Jib Crane and Hoist and construction of the adjacent retaining walls.

**By-Laws**

**BY-LAW NO.11**  
**(Approved February 22, 1986)**

In accordance with By-law No.1, Article 1, Section 5 (L) that an assessment of \$20.00 per Senior Member be added to the Annual Dues for 1986. This assessment is to help fund the costs of the jib crane project as set out in By-law No.10.

**BY-LAW NO.12**  
**(Approved May 1987)**

Notwithstanding the provision of By-law No. 1, Article VII, Sections 2 and 3, the Board of Directors be empowered to proceed with an expenditure of \$160,000.00 for the purpose of purchasing the property located at 16 Yacht Club Road.

**BY-LAW NO.88-01**  
**(Approved June 25, 1988)**

WHEREAS the Board of Directors has received an offer to sell the land located at Wilson Avenue, known as the Marine Railways Property, and

WHEREAS The Yacht Club has no use for this land,

BE IT RESOLVED to authorize the Board of Directors to sell the properties at Wilson Avenue, for a price of \$57,446.00. The sale to be transacted with Mr.G.Nesbitt on/or before the thirty-first day of July 1988.

**BY-LAW NO.88-02**  
**(Approved June 25, 1988)**

WHEREAS it is necessary to expand the size of the kitchen, and

WHEREAS the Ladies Committee and the Five Year Planning Committee have completed the necessary preparatory work,

BE IT RESOLVED to authorize the Board of Directors to spend up to \$77,000.00 for the construction and completion of the enlarged kitchen and second floor working areas, subject to the Membership approving a suitable method of financing.

## **By-Laws**

### **BY-LAW NO.88-03** **(Approved June 25, 1988)**

WHEREAS the above resolution regarding the sale of the land is approved, and \$20,000.00 of the proceeds is to be used to reduce the current mortgage of 16 Yacht Club, and \$37,000.00 of the proceeds is used to finance the Kitchen project.

BE IT RESOLVED that an assessment of \$60.00 to all Senior Members under 65 years of age, payable in the month of September, 1988 be levied.

### **BY-LAW NO.88-04** **(Approved June 25, 1988)**

WHEREAS the above resolution regarding the sale of the land is approved, and the proceeds of the sale are used to finance the Kitchen project.

BE IT RESOLVED that an assessment of \$30.00 to all Senior Members under 65 years of age, payable in the month of September, 1988 be levied.

### **BY-LAW NO.90-01** **(Approved August 7, 1990)**

WHEREAS it is agreed to renovate the HYC Clubhouse washrooms,

BE IT RESOLVED that the Board of Directors is authorised to spend up to \$30,000.00 for the labour and materials for the aforementioned project.

### **BY-LAW NO.98-01**

Notwithstanding the provision of By-law No. 1, Article VII, Sections 2 and 3, the Board of Directors be empowered to proceed with an expenditure not to exceed \$35,000.00 for the purpose of building a storage/maintenance facility.

### **BY-LAW NO.03-01** **(Approved January 11, 2003)**

Notwithstanding the provision of By-Law No.1, Article VII, Section 2: "Powers Affecting Property" and notwithstanding the provision of By-Law No.1, Article VII, Section 3: "Borrowing Powers", that the Board of Directors is authorized to spend up to \$50,000.00 plus applicable taxes for the purpose of purchasing a Club tractor."



## **By-Laws**

### **BY-LAW NO.04-01** **(Approved January 10, 2004)**

Whereas the Board of Directors has been requested by a petition of approximately 85 members for a ruling to make smoking inside the buildings of the Hudson Yacht Club declared as a 'Smoke Free' area. The proposal was raised at the Annual General Meeting after a notice had been mailed to all voting members.

BE IT RESOLVED that the proposal is as follows: "The proposal was made that smoking inside all Hudson Yacht Club buildings is forbidden".

### **BY-LAW NO.06-01** **(Approved July 6, 2006)**

Notwithstanding the provision of By-Law No.1, Article VII, Section 2: "Powers Affecting Property" and notwithstanding the provision of By-Law No.1, Article VII, Section 3: "Borrowing Powers", that the Board of Directors is authorized to spend up to \$46,000.00 plus applicable taxes for the purpose of purchasing Sailing Program safety boats.

### **BY-LAW 07-01** **(Approved January 13, 2007)**

The Club shall set up a "Special Capital Reserve Fund" ("Fund") from annual Initiation Fees to a minimum of one hundred thousand dollars (\$100,000). The "Fund" will open with the amount shown on the Financial Statements as at October 31, 2006 of \$66,757 as the Capital Reserve, and the Initiation Fees in 2007 and if necessary 2008 will be added to this amount to reach the minimum stated.

Once established this "Fund" may only be used for special expenditures, or capital appropriations as determined by the Board of Directors. These expenditures must adhere to By-Law Article VII, Items 2 and 3, which remain in effect and are unchanged by this new By-Law.

Following any withdrawal from this "Fund", in accordance with the requirements stated above, it shall be the responsibility of the Directors to restore the "Fund", to its minimum sum of \$100,000 from Initiation Fees received and/or a transfer from the Operating account by including such transfer in the Operating Budget for the ensuing year. The "Fund" must be restored to its minimum amount before further withdrawals will be permitted.

This "Fund" is not to be used for Operating expenses, or as security for borrowings by the Club, as it is intended that this "Fund" will provide a source of financing for special expenditures, or capital appropriations as determined by the Board of Directors, which cannot be financed by other means.

## **By-Laws**

### **BY-LAW NO.08-01** **(Approved January 12, 2008)**

To commemorate the Centennial year of Hudson Yacht Club, entrance fees due under By-Law No.1, Article 1, Section 6, Item 6.2 of the Club's By-Laws shall be waived for members re-instated during the sixteen-month period, commencing on the 1<sup>st</sup> of April, 2008 and remain in effect until July 31<sup>st</sup>, 2009.

### **BY-LAW NO.09-01** **(Approved January 10<sup>th</sup>, 2009)**

Notwithstanding the provision of By-Law No.1, Article VII, Section 2: "Powers Affecting Property" and notwithstanding the provision of By-Law No.1, Article VII, Section 3: "Borrowing Powers", that the Board of Directors is authorized to spend up to \$55,000 plus applicable taxes for the purpose of publishing a Centennial Book.

### **BY-LAW NO.12-01** **(Approved January 14<sup>th</sup>, 2012)**

Notwithstanding the provisions of By-Law NO.1, Article VII, Section 2: 'Powers affecting Property' and notwithstanding the provisions of By-Law NO.1, Article VII, Section 3: 'Borrowing Powers', that the Board of Directors is authorized to spend up to \$40,000.00 plus applicable taxes for the purpose of creating parking facilities on the land previously known as 16 Yacht Club Road.

### **BY-LAW NO.17-01** **(Approved August 26<sup>th</sup>, 2017)**

Notwithstanding the provisions of By-Law NO.1, Article VII, Section 2: 'Powers affecting Property' and notwithstanding the provisions of By-Law NO.1, Article VII, Section 3: 'Borrowing Powers', that the Board of Directors is authorized to spend up to \$600,000.00 for the purpose of raising the entire Hudson Yacht Club Clubhouse.

### **BY-LAW NO.19-01** **(Approved November 24<sup>th</sup>, 2019)**

Notwithstanding the provisions of By-Law NO.1, Article VII, Section 2: 'Powers affecting Property' and notwithstanding the provisions of By-Law NO.1, Article VII, Section 3: 'Borrowing Powers', that the Board of Directors is authorized to spend up to \$400,000.00 plus applicable taxes for the purpose of refurbishing the L-Pier.