



Great Lakes Sea Kayaking Association Bylaws

Revised 2023



1. Name

The name of this not-for-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 who are current in their membership fees and have signed the Waiver and Release form. Memberships are defined by calendar year and expire on December 31 of each year.

There are three (3) classes of membership:

- a. Single membership: Individuals 18 years of age or older, who have paid the single membership fee. Persons under the age of 18 must be part of a family membership.
- b. Family membership: Primary member 18 years of age or older, who has paid the family membership fee, plus supplementary members of the same family residing at the same address.
- c. Lifetime membership: individuals who the association wishes to honour for their service to the association, and who were granted lifetime memberships with no fees payable.

Each single membership and lifetime membership is entitled to one vote. Each family membership is entitled to two votes. All voting is to be done in the format(s) that the meeting is held in.

4.2 Cancellation of Membership

Membership ends if membership fees are not current. The Board may, by resolution, and for cause, suspend or terminate the membership of any member upon 15 days written notice. Members shall have the right to oppose their removal, and be heard by the Board no less than 5 days prior to the proposed date of suspension or termination.

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

Only members in good standing may be elected as Directors. The Board shall consist of six elected members. A Chair, Secretary, and Treasurer shall be chosen from among the Board members. The Board shall appoint, either from within or from the membership at large, a Membership Coordinator, a Trips Coordinator, a Rendezvous Coordinator, a Web Master and any other Officers the Board may designate from time to time.



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5.2 Election of the Board

Any member in good standing, aged 18 or older, is eligible to run for a seat on the Board. Elections for the members of the Board shall be held at the Annual Meeting. Board members shall be elected for a two-year term, and may stand for re-election. There shall be a minimum of three positions, on the Board open for election annually.

5.3 Vacancies on the Board

Vacancies on the Board, however caused, shall be filled either by resolution of the Board to appoint a replacement, or at the next Annual Meeting. The person appointed or 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.

5.4 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.

5.5 Removal of an Officer

An Officer is removed if they are no longer a member in good standing. Officers serve at the pleasure of the Board and any Officer may be removed and cease to hold office upon resolution by the Board.

5.6 Duties of Officers

- a. **Chair:** The Chair 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 Chair is designated as the Chair at the Annual Meeting or any other general membership meetings.
- b. **Secretary:** The Secretary shall record the proceedings of all meetings of the Board, the Annual Meeting and any other general membership meetings.
- 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 Meetings. Once per year, he/she should arrange an independent review of the statements.
- d. **Membership Coordinator:** The Membership Coordinator shall be responsible for maintaining an up-to-date membership register and the collection of membership fees.
- e. **Trips Coordinator:** The Trips Coordinator shall be responsible for identifying Trip Organizers, making sure that officially sanctioned trips are publicized in the GLSKA Trip Calendar and on the Association website. Trip Organizers are to be directed to the Trip Organizer Guidelines, and other relevant information.
- f. **Rendezvous Coordinator:** The Rendezvous Coordinator 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. The Rendezvous Coordinator shall advise the Board on appropriate sites to hold this event, ensure the availability of adequate facilities and draw up the Rendezvous program.
- g. **Web Master:** The Web Master will be responsible for maintaining accurate and current content on the Association website.



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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.

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. Meetings

- a. **Annual Meetings:** There shall be an Annual Meeting held in the fall, after the fiscal year end closing, at the call of the Chair. The quorum for the Annual meeting shall be eight members in person or virtually, including the Chair and three other members of the Board. Voting by proxy is not permitted.
- b. **Board Meetings:**
 - i. **Board Meetings:** There shall be at least two meetings of the Board annually. Meetings shall usually be called by the Chair, 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 either in person or virtually.
 - ii. **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 Chair or his/her delegate. The Chair may cast his/her singular vote to create or break a tie.
- c. **Other Members Meetings:**
 - i. **Special Meetings:** The Board may call a special meeting of members, at any time, in addition to the Annual Meeting. The quorum for any such special meeting initiated by the Board shall be the same as for Annual Meetings. Voting by proxy is not permitted.
 - ii. **Member Requisitioned Meetings:** Members may requisition a members meeting, via the process described in ONCA. The quorum for a member-requisitioned meeting shall be 30% of the members eligible to vote, in person or virtually. The quorum shall be present throughout the meeting. All voting is to be done in the format(s) that the meeting is held in. Voting by proxy is not permitted.

8. Spending and Borrowing

- a. **Spending:** Spending and budgets must be approved by the Chair and one other Director.



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- b. **Borrowing:** Directors may borrow money on behalf of the Association only with the approval of three additional Directors.

9. Fiscal Year

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

10. Amendments to the Bylaws

The Association's Bylaws can be amended at the next Annual 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.

Default Governance: The Association is governed by Ontario's Not-for-Profit Corporation Act (ONCA). Where a matter is not addressed in these bylaws, the provisions of the ONCA apply. Where a provision of these bylaws' conflicts with a provision of the ONCA, the ONCA prevails.