

BATHURST MARINA INC. - MARINA DE BATHURST INC.

GENERAL BY-LAWS

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MISSION AND VISION

Article 1 – Mission and Vision

1.1 Mission

To build, operate, maintain, and improve a Marina as well as auxiliary facilities which are in line with the Marina operations for the pleasure of its members, their families, guests, and the general public. As well as to maintain premises necessary to provide its members, families, and guests with all the privileges, advantages, and commodities of a marina and also to contribute in a general manner to the well-being of its members.

1.2 Vision

To initiate and organize all types of projects or activities including the cooperation and participation of the development of such projects or activities which the Directors of the Marina consider favorable to the realization of the Marina's objectives.

CORE VALUES

Article 2 – Core values

2.1 The core values of the Bathurst Marina Inc., the Board of Directors, its committees, members, and staff are:

- a. Honesty
- b. Integrity
- c. Diversity, Equity & Inclusivity
- d. Loyalty
- e. Respect
- f. Collaboration
- g. Fiscal responsibility
- h. Accountability
- i. Sustainability
- j. Evidence-based decision making

CODE OF CONDUCT

Article 3 – Code of Conduct

3.1 Board Members, Board staff and Members need to demonstrate ethical and professional conduct to maintain the confidence of the membership, stakeholders, and the public. This commitment includes proper use of authority and appropriate actions in group and individual behaviour when acting as Board Members or being a staff or a Marina Member.

- 3.2 Board Members must be loyal to the interest of the membership over and above any:
 - a. loyalty to advocacy or interest groups, and membership on other boards.
 - b. personal interest of any Board Members acting as an individual consumer of the Marina's services.
- 3.3 Board Members are trustees of public confidence. They must avoid any conflict of interest or perception of bias.
- 3.4 There must be no self-dealing or any conduct of business or personal services between any Board Member and the Marina. Exceptions may occur only where there is openness, competitive opportunity, and equal access to information.
- 3.5 Board Members must not use their positions to obtain employment within the Marina for themselves or their family members.
- 3.6 If a Board Member is considered for employment or contract, they must temporarily withdraw from deliberation, voting and access of applicable Marina information.
- 3.7 Board Members must not exert any individual authority over the Marina when they interact with staff, the public, the media, and other entities unless granted this authority by the Board or by virtue of its by-laws.
- 3.8 Board Members must not make any judgments of staff performance except if the performance is officially assessed against Marina policies.
- 3.9 Board Members deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics, and straightforward communication.

NAME, ADDRESS, and SEAL

Article 4 – Name, Address, and Seal

- 4.1 The Corporate name shall be: "BATHURST MARINA INC. - MARINA DE BATHURST INC.
- 4.2 The Head Office of the Corporation shall be situated at 1555 Queen Elizabeth Dr, Bathurst, NB E2A 4Y4.
- 4.3 The seal affixed to the By-Laws shall be the seal of the Corporation.

OBJECTIVES

Article 5 – Objectives

- 5.1 To build, operate, and maintain a marina as well as a social club for the pleasure of its members, their families, and guests, and to maintain premises necessary to provide its members, families, and guests with all the privileges, advantages, and commodities (See appendix A) of a marina and to contribute in a general manner to the well-being of its members.
- 5.2 To build, operate, and maintain a 25-lot seasonal RV park with 10 unserviced overnight sites. The Corporation will provide electricity, a sewage dumping station, and internet capabilities to the seasonal campers.
- 5.3 To initiate, facilitate, and organize all types of projects or activities including the cooperation and participation of the development of such projects or activities. For example: sailing, power boating, sailing regattas and competitions, cultural and special events, swimming, navigation, scuba diving, fishing, water

skiing and all other aquatic, educational or sporting activities which the Directors of the Corporation consider favorable to the realization of the Corporation's objectives.

- 5.4 To cooperate and respect all Federal, Provincial, and Municipal regulations and all other such groups to attain the Corporation's objectives.
- 5.5 To receive funds from all sources and to utilize such funds for the realization of the Corporation's objectives.
- 5.6 To obtain and hold all permits, leases licenses and other authorizations necessary or useful for the realization of the Corporation's objectives.
- 5.7 To conduct its affairs:
 - a. provided, all activities, business, promotion, and transactions are for the benefit of Members and/or the realization of the Corporation's objectives.
 - b. provided, without purpose of gain (monetary or personal) to any of the Members and/or Board of Directors
 - c. provided, any surplus or any accretions of the Marina shall be used solely for the purpose of the Corporation and promotions of its objectives

DEFINITIONS

Article 6 – Definitions

- 6.1 The CORPORATION within this document refers to the Bathurst Marina Inc.
- 6.2 The MARINA within this document refers to the Bathurst Marina Inc.
- 6.3 OPEN MEETING – a meeting open to any member of the Marina
- 6.4 ANNUAL GENERAL MEETING (commonly abbreviated as AGM, also known as the annual meeting) - a meeting of the general Board of the Marina including members of the Marina. Agenda is open and may include items raised by the members.
- 6.5 EXECUTIVE MEETING – a formal meeting of the Directors of the Marina, held at definite intervals to consider planning, budgetary and policy issues, and major concerns. This meeting can be Board members only or, can include special consultants by invitation of the Executive.
- 6.6 SPECIAL OR EXTRAORDINARY– a meeting that is outside the regular timetable of the Marina's meetings usually called to discuss something important or unusual. Agenda is closed and is for information purposes only.

SUMMARY STRUCTURE OF THE MARINA

Article 7 – Summary Structure of the Marina

- 7.1 VOLUNTEERS - Extra helpers may be needed at times to fulfil the completion Marina objectives. No monetary gain, in kind or otherwise, will be issued.
- 7.2 MEMBERS – Any individual that has paid annual fees to the Marina. Members could be boaters or campers.
- 7.3 MARINA MANAGER – A position hired by the Board to perform the duties required, as directed by the Board, for the operation of the Marina.
- 7.4 DIRECTORS - Elected, volunteer or appointed (See Appendix B – Election of Directors) positions other than and including the President, Vice-President, Treasurer, Secretary and Past President. Directors have voting privileges for Marina business except for the President who only votes in the event of a tie.
- 7.5 THE BOARD - Directors, President, Vice-President, Treasurer, Secretary and Past President (if applicable). The Board members have voting privileges for Marina business except for the President who only votes in the event of a tie.
- 7.6 The EXECUTIVE COMMITTEE – Elected, volunteer or appointed positions by the Board for President, Vice-President, Treasurer, and Secretary.

ROLES AND RESPONSIBILITIES

MEMBERS

Article 8 – Members

8.1 The Corporation shall have regular members.

8.2 Rights for regular members:

- a) may use all facilities (See Appendix A) provided by the Corporation upon payment of the fees as determined by the Board of Directors
- b) shall have the right to vote at all membership meetings. Only one vote may be cast per membership paid.
- c) be eligible to become a Director of the Corporation

8.3 Responsibilities for regular members:

- a) shall abide by the By-Laws
- b) shall abide by the Rules and Regulations, which the Board of Directors may modify from time to time, as needed.
- c) shall be responsible to compensate, monetary or otherwise, another member(s) if damage is caused, directly or indirectly, by accident or neglect, by the negligent member, family, or guest of said member to the other member(s) (See Article 10)

8.4 Disqualification of membership

8.4.1 Membership will be revoked if annual fees are not up to date.

8.4.2 The Board of Directors may, at their discretion, suspend or strike off any member whom, in their

opinion, interferes with or violates:

- a) the interest and administration of the Corporation.
- b) the Rules and Regulations and/or By-Laws

8.4.3 The Board of Directors shall, as soon as possible, forward to the member in question a written notice of such suspension or removal by email, certified or registered mail at his or her last known address.

8.4.4 Any member whose membership has been suspended shall not be entitled to a refund, in whole or in part, of their membership fee.

Membership Fees

Article 9 – Membership fees

9.1 Membership fees and any other such fees, as determined from time to time, shall be established yearly by the Board of Directors.

9.2 All memberships shall expire on the 30th day of April of the subsequent year unless the subsequent yearly membership fee has been paid.

Special Assessments

Article 10 – Special Assessments

10.1 The Board, once it deems it necessary for the support of the corporation, may from time-to-time make special assessments against the regular members, provided such assessments are approved by a board vote to be made after consultation with the general membership at a special general meeting. The special assessment may prescribe the mode in which such assessments shall be made and paid and how payment thereof may be enforced and what penalties, if any, respects loss of membership and attached to non-payment of such assessments.

MARINA MANAGER

Article 11 – Marina Manager

11.1 See Appendix D for a summary of the roles and responsibilities of the Marina Manger.

THE BOARD

Article 12 – The Board

12.1 The management of the business of the Marina may be shared between the Board and the Marina Manager. The Board, in addition to the other bodies described by these By-Laws, may exercise all such powers and business as outlined by the Marina Executive Officers and directed or required by the Board.

12.2 Members shall be elected by the voting members at an AGM of the Marina subject to Appendix B herein.

12.3 Board members shall serve for a three-year term.

12.4 Board members may serve consecutive terms.

12.5 The President and Vice-President(s) must end their terms in staggered years.

12.6 Terms will be effective on the first day of the upcoming fiscal year (January 1).

12.7 If a Board member resigns or ceases to be a member of the Marina, their vacancy may be filled by the Executive with a new member of the Marina for the remainder of said term with the exception of the position of Past President.

12.8 The limit to the number of Board members that may be involved is 11.

12.9 The Board will respond within one month to any correspondence or requests received by email or in writing.

12.10 Board and Executive members may be removed from Board for dereliction of duty or violation of the By-Laws and/or Rules and Regulations. Refer to Appendix C for a detailed description for cause and process.

EXECUTIVE COMMITTEE/OFFICERS

Article 15 – Executive Committee/Officers

15.1 The Executive Officers of the Marina shall be a President, a Vice-President, a Treasurer, a Secretary, and a Past-President (if applicable). When possible, it is preferable to have Executive Officers from both linguistic communities.

PRESIDENT

Article 16 – President

16. 1 The Board shall elect triennially one of their members to be the President of the Marina.

16.2 The President:

- a. provides leadership to the Board of Directors.
- b. has no direct role in carrying out Marina programs and services but is the direct supervisor of the Marina Manager. The President acts on behalf of the Board in emergency situations and makes sure Board members remain in their governance role unless the Board deems otherwise. Paid staff and service volunteers implement and manage Marina programs and services. The President acts in the

role of a service volunteer, as well as a Board volunteer, to assist in operating Marina programs and services.

- c. represents the Corporation in all external matters, reporting all significant matters to the Board of Directors in a timely manner.
- d. sets the agenda for all meetings in consultation with the Marina Manager and the Secretary. If there is no President or if at any meeting the President is not present at the time of the meeting, the Vice-President or designate shall set the agenda.
- e. presides as Chair at all meetings of the Marina Board. If there is no President or if at any meeting the President is not present at the time of the meeting, the Vice-President or designate shall preside as Chair.
- f. keeps the Board's discussion on topic by summarizing issues.
- g. ensures the Board adheres to its by-laws and letters patent.
- h. encourages Board members to participate in meetings and Marina activities.
- i. keeps the Board's activities focused on the Marina's mission and objectives.
- j. with the Executive committee, leads the evaluation of the effectiveness of the Board's decision-making process.
- k. chairs meetings of the Executive committee including coordinating the committee's work and preparing its agenda.
- l. makes sure the committee chairpersons are appointed.
- m. orients Board Members and committee chairpersons to the Board.
- n. serves as an ex officio member of all committees and attends their meetings when needed.
- o. makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria.
- p. recognizes Board Member's and Members contributions to the Marina governance and operations.
- q. acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- r. plays a leading role in supporting fund-raising activities.
- s. promotes the organization's purpose in the community and to the media.
- t. prepares a report for the Annual General Meeting.
- u. orients the new President.
- v. the President of the Marina shall preside as Chair at all meetings of the Marina. If there is no President or if at any meeting the President is not present at the time of the meeting, the Vice-President (or predetermined Executive designate) shall preside as Chair.
- w. the Chair shall not cast a vote except in the case of a tie.
- x. the Chair may adjourn any meeting with the consent of the members present.

VICE-PRESIDENT

Article 17 – Vice-President

17.1 The Board shall elect triennially from their members a Vice-President.

17.2 The Vice-President:

- a. shall, at the request of the Executive and subject to its directions, perform the duties of the President during absence, illness, or incapacity of the President or during such period as the President may request that it be so done.
- b. shall sign all documents on behalf of the Corporation with the Treasurer during the absence of the President.

- c. serves on the Executive Committee.
- d. learns the duties of the President and keeps informed of key issues.
- e. works closely as consultant and advisor to the President.
- f. prepares to serve a future term as President.
- g. chairs one major committee as required by the Board.
- h. acts as a signing officer for cheques and other documents as required by the President or Executive Committee.
- i. Orients the new Vice-President

SECRETARY

Article 18 – Secretary

18.1 there shall be a Secretary of the Marina who shall keep the minutes of the meetings. The Board shall elect triennially the Secretary to carry out such duties as the Board may assign.

18.2 the Executive may appoint a temporary substitute for the Secretary who shall, for the purposes of these By-Laws, be deemed to be the Secretary.

18.3 The Secretary:

- a. Keeps the board apprised of good governance practices.
- b. Facilitates a board self-evaluation on an annual basis in collaboration with the President.
- c. Prepares minutes and custody of the minutes of all meetings of the Marina and of the Executive shall be the responsibility of the Secretary. These duties may be shared with the President, or any other member of the Executive as deemed appropriate by the Executive committee.
- d. Maintains all corporate documents.
- e. Ensures that the Manager maintains a list of members, Board, and executive members.
- f. Is responsible for the care and custody of the corporate seal.
- g. receives all contributions and gifts and ensure appropriate acknowledgement of same by the President.
- h. Serves on the Executive Committee.
- i. Notifies members, Board, and executive members of meetings.
- j. Keeps a record of Board and Executive committee attendance.
- k. Makes sure there is a quorum at Board and Executive committee meetings.
- l. Signs meeting minutes to attest to their accuracy.
- m. Distributes copies of minutes to Board members promptly after meetings.
- n. Conducts general Board correspondence.
- o. Signs official documents of the Marina as required.
- p. In the absence of the President and Vice-President, chairs Board and executive committee meetings until the election of an alternate Chairperson.
- q. Orients the new Secretary.
- r. Reviews all Marina correspondence and brings it to the attention of the appropriate Executive Committee members in consultation with the Marina Manager.

TREASURER

Article 19 – Treasurer

19.1 The Board shall elect triennially from their members a Treasurer.

19.2 The Treasurer:

- a. Serves on the Executive Committee.
- b. Give regular reports to the Executive Committee and the Board on the financial state of the organization.
- c. Chairs the Finance Committee should one be established by the Board.
- d. Acts as a signing officer with the Marina Manager for cheques and other documents.
- e. Oversees the financial functioning of the Marina.
- f. Oversees independent audits from an outside accounting firm.
- g. Prepares budgets and speaks for the budgets in partnership with the Marina Manager.
- h. Makes sure all necessary financial reports and remittances are filed.
- i. Issues an annual report at the Annual General Meeting showing current financial status.
- j. Following the Annual General Meeting, contacts the Marina's bank and arranges for the transfer of signing authorization as required due to a change in positions in the Executive.
- k. Orients the new Treasurer.

PAST PRESIDENT

Article 20 – Past President

20.1 The role of Past President is to provide continuity to the new President, Executive and Board.

20.2. The Past President is an ex officio position, which means by virtue of office. Only the previous President can fill this position. If this position becomes vacant during the year, it is not filled. It remains vacant until there is another Past President.

20.3 The Past President:

- a. Supports the current President.
- b. Chairs the Nominating Committee for recruitment of new Board Members.
- c. Assists with Board training and orientation.
- d. May chair special events.
- e. Serves on the Executive Committee and has a vote on all matters before it.

COORDINATOR OF MEDIA RELATIONS AND CORPORATE COMMUNICATIONS

Article 21 – Coordinator of Media Relations and Corporate Communications

21.1 The Coordinator:

- a. Serves on the Board of Directors.
- b. Implements communications strategies and activities at the direction of the Executive Committee.
- c. Offers support & feedback to the President for communication to stakeholders as requested by the President or Executive Committee.
- d. Is an active issues management participant, responding to issues raised through the President.
- e. Oversees, updates, and develops content for the Marina social media platforms & website.
- f. Provides communication with membership at the direction of the Executive Committee.
- g. Develops a Marina newsletter with input from the Executive Committee and Marina Manager
- h. Provides leadership for the development of Marina promotional materials with input from the Executive committee and Board.
- i. Provides guidance and leadership to the Executive Committee and Marina Manager in the development of various online, electronic, and print communication products.

- j. Maintains the physical Marina message board at the Marina in partnership with the Marina Manager.

THE EXECUTIVE COMMITTEE/OFFICERS

Article 22 – Executive Committee

- 22.1 the Executive Committee is made up of the President, Vice President, Treasurer, Secretary, and Past President (if applicable).
- 22.2 the Executive Committee is elected or appointed by the Board
- 22.3 the Executive Committee assists the President to set the agenda for meetings
- 22.4 the Executive Committee may expedite priorities of the Marina as directed by the Board
- 22.5 The Executive Committee oversees activities, such as human resource and regulation, security guidelines, and quality management.

OTHER DIRECTORS

Article 23 – Other Directors

- 23.1 the Board of Directors shall determine the duties and responsibilities of each director who have not been elected officers of the Corporation.

MEMBERSHIP MEETINGS

Article 24 – General, Special, and Extraordinary Meetings

- 24.1 membership meetings shall be held from time to time.
- 24.2 fifty (50) percent of the board members plus either the President or Vice President present in person or virtually shall constitute a quorum at all meetings. If the President or Vice President is not in attendance, no quorum will be met. A quorum has the power to move agenda items along but if a vote is required of all the members, electronic voting is required.
- 24.3 When voting by the membership is required, a rational, with accompanying impacts, positive and negative must be included with the issue at hand to provide context.
- 24.4 no business shall be transacted after any adjourned meeting, other than any actionable items arising from the meeting.
- 24.5 any new business must be tabled at the start of meets and notice of such new business is given to the Members.
- 24.6 all business and proceedings conducted at any meeting shall be recorded in the minutes.

24.7 if resolutions are put to a vote, the results of the vote are to be recorded in the minutes.

Article 25 - Special Meetings

25.2 the President shall call a special membership meeting upon written request by at least five (5) regular members. Notice of such meeting must specify the purpose for which it was called.

Article 26 – Extraordinary Meeting

26. 1 the President shall call for Extraordinary meetings for other reasons outside the purpose of the General and Special meetings. Such meetings will be for updates, announcements, or other communication.

26.2 the agenda for the Extraordinary meeting is preset and closed. If membership wishes to express a concern, they may do so using the special or general meeting.

Article 27 – Annual General meetings

27.1 General membership meetings shall determine all matters pertaining to the Corporation including reports of all Committees, Financial Statements, the Election of Directors, and all other business of the Corporation.

27.2 The Corporation shall have at least one general membership meeting in each year, (general annual membership meeting) which shall be held prior to the 31st day of December of each year as well as any other meetings duly called by the Board of Directors. All such meetings shall be deemed to be general membership meetings.

27.3 Notice of general membership meetings shall be given to all members at least five (5) days prior to such meeting; any members may waive notice of such meetings. Notice in writing, electronic or otherwise, shall be given to regular members.

27. 4 Membership may request the addition of agenda items prior to or from the floor of the AGM. Members that may be absent from the AGM may submit agenda items in writing, electronic or otherwise, prior to the AGM.

ADMINISTRATION

Article 28 – Board of Directors

28.1 The Corporation shall be administered by a Board of Directors consisting of a minimum of five (5) and a maximum of eleven (11) directors. The Board of Directors shall be elected at a general membership meeting subject to the process outlined in Appendix B herein.

28.2 In the event that there is a vacancy on the Board of Directors caused by the resignation, death, or suspension of a regular member's membership, the President may convene a special membership meeting to elect a successor(s) to fill in the vacancy until the next general annual membership's meeting.

28.3 At the first meeting of Directors following the election, the Directors shall elect amongst them a President, a Vice-President, a Secretary, and a Treasurer, all of which must be regular members.

28.4 A general membership meeting may modify, from time to time, the composition of the Board of Directors.

28.5 All Directors shall be elected for a term of three (3) years but shall remain in office until a successor has been appointed or until they have been re-elected.

28.6 In the event of a vacancy amongst the officers of the Corporation, the Board of Directors may elect a successor until the next general annual meeting of the members of the Corporation.

28.7 The Board of Directors shall:

- a. establish all priorities of the Corporation
- b. call general meetings of the members
- c. elect the Executive officers
- d. receive and review all financial reports
- e. discuss and determine all questions brought before it at its regular meetings
- f. administer the affairs of the Corporation.

Article 29 – Meetings of the Board of Directors

29.1 The Board of Directors shall meet at least four (4) times in each year, and at any other such time as a meeting is convened by the President or upon request of any three Directors.

29.2 The Board of Directors shall hold its meetings at the Corporation's head office or at any such place, including virtually, as it shall be determined from time to time.

29.3 All resolutions shall be determined by a majority vote (more than 50%) of the board; in the event of a tie, the President shall have a casting vote. If an insufficient number of Directors is present to represent 50% of the Board, an electronic vote with accompanying rationale and impacts will be required.

29.4 fifty (50) percent of the Director plus the President or Vice President present in person and virtually shall constitute a quorum at all meetings of the Board of Directors.

MISCELLANEOUS

Article 30 – Committees

30.1 the Board of Directors may from time to time, create one or more special committees, which said committees shall report directly to the Board of Directors. The Board of Directors shall specify the purpose and objectives of each Committee

Article 31 – Remuneration of Directors

31.1 There shall be no remuneration for the services rendered by any Directors or Executive of the Corporation. However, the Board of Directors may, at their discretion, establish a salary or other remuneration to be given to any Director who is employed by the Corporation. Any Director who receives a salary or remuneration from the Corporation must abstain from any vote pertaining to such resolution.

Article 32 – Contracts

32.1 any Director may negotiate or enter into a contract on behalf of the Corporation; however, no such contract shall be binding upon the Corporation until it has been ratified by a resolution of the Board of Directors

32.2 POs must be issued for purchases over \$2000. Purchases over \$5000 require Board (or at least the Executive) approval and must have 3 bids (or as special circumstances arise, 2 bids will be required).

Article 33 - Conflict of interest

33.1 Any Director who has a direct or indirect interest in any contract or in any business to which the Corporation is a party must declare their interest therein to the Board of Directors and shall abstain from voting on any resolution pertaining to such matter.

Article 34 – Liability of Directors

34.1 No Director shall be personally responsible for any errors, omissions, or negligence of another Director or of the Board of Directors pertaining to the administration of the Corporation.

Article 35 – Indemnity of Directors

35.1 Every Director and Officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Company, from time to time and at all times from and against all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs, in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever heretofore made.

Article 36 – Signature of documents

36.1 All deeds, documents, transfers, contracts, engagements, bonds, debentures, and any other instruments requiring execution by the Company shall be signed by the President and by a Vice President or a Director, or by a person authorized by the Board of Directors, from time to time, by resolution.

Article 37 – Cheques and bank documents

37. 1 All cheques, promissory notes, or other negotiable documents, or other evidence of indebtedness issued, accepted, or endorsed in the name of the Corporation shall be signed by the President and the Marina Manager. In the absence of the President, the Treasurer will sign with the Marina Manager.

Article 38 – Notice

38.1 Notice of all meetings may be mailed, texted, e-mailed, phoned, or delivered personally or electronically to every member or Director.

Article 39 – Amendment and repeal

39.1 The Board of Directors may, from time to time, enact by-laws to amend or repeal any by-law, and any such by-law shall be sanctioned, approved, and confirmed by a general membership meeting called for that purpose.

Article 40 – Fiscal year

40.1 The Corporation's fiscal year shall begin on the 1st day of November and shall terminate on the 31st day of October of each year.

Article 41 – Rules and Regulations

41.1 The Board of Directors may, from time to time, in consultation with the members as needed, prepare, and adjust rules and regulations concerning all matters and activities conducted on the Corporation's premises.

41.2 All By-Laws and Rules and Regulations will be applied evenly to all members and staff and not be used as a method to single out an individual member or group.

Article 42 – Issues, Concerns, and Complaints

42.1 Issues, concerns, and complaints brought to the President, Board of Directors, and/or Manager must be submitted and responded to in writing. Receipt of the issue at hand will to the marina will be acknowledged in a timely manner, even if it is said the concern will be investigated.

Article 43 – Dissolution or winding-up

43. 1 In the event of the dissolution or winding-up of the Corporation, all of the remaining assets at the time of the dissolution or winding-up, after payment of all of its liabilities, shall be transferred to another non-profit or charitable organization to be determined by the Board of Directors of the Corporation, upon the condition that the assets be used exclusively for recreational activities for the residents of the City of Bathurst and its surrounding agglomerations.

Enacted this 21th day of August 2025

President

Vice - President

Secretary

Appendix A – Privileges, Advantages and Commodities

Boaters and family and guests of boaters

1. Use of members only washroom facilities
2. Temporary use of shore power to clean, maintain, and repair boats
3. Use sewage pump dock side
4. Access to slip with valid insurance documentation
5. Winter storage for boats with no trailers
6. Access to dock area after hours (gate code)

Campers and family and guests of boaters

1. Use of members only washroom facilities
2. Use sewage dump station

Appendix B – Election of Directors and Executive Positions

The following is the process for the election of Directors and Executive Positions

1. Prior to the AGM, sitting Executive and Directors are to make known to the Nominating Committee their intention to remain or step down from the Board.
2. Prior to the AGM, the presiding President or designate will announce, via email, the positions available on the Board for the upcoming year (starting January of the following year). Note: if Executive positions are available, the President must make clear in the email that said positions are elected or appointed to the Board first. Executive positions are filled by the Board.
3. Members are invited to submit their name by email (bathurstmarina@gmail.com) to the Secretary for consideration within two weeks of the AGM.
4. At the AGM, candidates will be invited to make a short presentation about themselves and the skills they have that would be beneficial to the realization of the Corporation's objectives. Candidates can be nominated from the floor at this time. If there are more candidates than positions, members present may cast a secret paper ballot, and a secret electronic ballot will be sent to members not present by the Secretary. Electronic voting will be open for one week. Results will be announced one week after the voting has closed, and candidates have been notified of the results. One ballot, paper or electronic, may be cast per one active membership.
5. Members may delegate their vote to the Board of Directors to cast on their behalf. A "Proxy to the Board" option shall be included on the ballot. Selecting this option will authorize the Board to cast the vote in accordance with its collective judgment. The Board's proxy vote will be conducted in a manner consistent with the organization's values and best interests.
6. At the next executive meeting following the AGM, successful candidates will be reviewed and selected for Executive based on commitment to the Corporation and skills that will help realize the objectives of the Corporation. Voting for the incoming candidates shall remain confidential. Successful candidates will be recorded in the minutes of this meeting.
7. All applicants will be notified by the President (or designate) of the results within one week of the executive meeting.
8. Current Directors will fulfill their duties to the end of the year.
9. At the first meeting of the new Board in January, Executive positions will be assigned based on recommendations from existing Board members or volunteering by the new Board member. If more than person wishes to fulfill a position, a secret ballot (electronic or by paper) will be performed by the Secretary. Results will be recorded in the minutes and an email will be sent to the membership announcing the new Board of Directors.
10. If new signing officers are required, this will be changed within one month of the meeting, if not

sooner.

Appendix C – Dismissal of a Director

The following are the timelines and process for the potential dismissal of a Director, including Executive positions. Directors are to be held to a higher standard of conduct and responsibility than Members. Dismissal from the Board does not necessarily mean a revocation of membership from the Marina.

1. A Board Member may be dismissed for the following reasons:
 - a. Violations of the By-Laws and/or Rules and Regulations
 - b. Criminal activity against the Corporation or the Membership. Examples may include but not limited to:
 - i. Theft
 - ii. Physical, mental, sexual, or verbal abuse
 - iii. Financial irregularities
 - c. Failure to perform the duties of the Board as directed by the Board
2. If a Board Member is in violation of any of the reasons listed above, the Board will start proceedings to dismiss. The allegations will be presented to the Director in question at a special Directors' meeting. The Board may present written statements or witnesses. The accused will have an opportunity to speak to the allegations. The accused may present witnesses in defense. If the allegations are not clearly refuted, the Director will be given the opportunity to resign. If a resignation is not offered, a secret ballot will be held. A recommendation for removal from the Board must have 2/3s agreement of the whole Board, with the President casting a vote in the event of a deadlock in the vote.

Appendix D: Responsibilities of the Manager

Ensure the Marina's smooth operation and ongoing sustainability. Include, but are not limited to:

1. daily operations of the Marina
2. objectives and directives of the Board of Directors, during operating as well as off-season periods
3. opening and closing of Marina facilities
4. member management and correspondence
5. financial duties
 - a. invoicing
 - b. bookkeeping
 - c. bank and card recons
 - d. bank deposits
 - e. bill payments
 - f. year-end closing and document submission to accountants
6. clerical file management
7. purchasing
8. mail retrieval
9. supplier and inventory management
10. grounds and infrastructure maintenance and upkeep
11. human resources recruiting, training, scheduling, supervising and payroll
12. grant applications for summer student jobs
13. special project management
14. claim submissions
15. complaint and problem solving