

<Letter Head>

1<sup>st</sup> June 2009

To the Members of the Kingston Yacht Club -

The KYC By-Laws Review Committee was pleased to submit its report to the KYC Board of Directors at their meeting of 18<sup>th</sup> February 2009.

Over the next two months, the Board reviewed this very complex and wide sweeping document and was overwhelmingly in favour of the majority of its recommendations. After a period thoughtful consideration, the Board decided to propose six motions as modifications or alternatives to some of the Committee's recommendations.

At the Board meeting of the 20<sup>th</sup> May, 2009, the Board passed a motion to present the findings and recommendations of the By-Laws Review Committee as well as the six motions proposed by the Board, itself, to the Membership for its consideration, at a Special General Meeting of the Members (SGM) to be held for that purpose, on or about Sunday, the 27<sup>th</sup> of September 2009; so mark your calendars!

The decision to hold the meeting on or about that date was made to ensure that there is ample time before the meeting for the Members to familiarize themselves with both the Committee's Report and Board's Proposals, before being asked to consider adopting the recommendations therein. That general date was also chosen in order to give those Members who may be planning to spend the winter in warmer climes the opportunity to be present for the meeting before they leave Kingston. Confirmation of the time and date of the SGM will be forthcoming as plans develop further.

Briefly, the recommendations cover three broad themes -

1. To clean-up the existing By-Laws to make them coherent and consistent throughout
2. To venture into new areas without significantly changing the intent of the current By-Laws
3. To address four issues which, if incorporated into the By-Laws, will fundamentally alter the way in which KYC is governed and will significantly change the character of the Club in the eyes of the members:
  - (i) Action upon dissolution of the Club - aka: 'The Poison Pill'
  - (ii) Recognition of Members-of-Long-Standing
  - (iii) Expanding the franchise to include Nominee Members of Family and Life Memberships (as re-defined)
  - (iv) Strengthening the KYC By-Laws with clear statements about making amendments to key elements

It is important that all Members consider the recommendations carefully and that each and every Member be given the opportunity to voice his or her opinion. Clarity and transparency in any discussion of both the proposed changes and the method of their implementation is paramount. Therefore, to help inform the Members, and as part of the deliberation process, a series of documents are now available as portable document format (PDF) files, on a special page of the KYC Website at: <http://www.kingstonyachtclub.com/>.

These documents include:

- This letter,
- The Report of the KYC By-Laws Review Committee
- A side-by-side comparison of the current edition of the KYC By-Laws (version 2007) and a draft of the proposed KYC By-Laws, as they would appear if the recommendations of the By-Laws Review Committee (highlighted in yellow) and those proposed by the Board of Directors (highlighted in gray) are accepted by the Members.

As well, both digital and hardcopies of these documents are available, free of charge, through the KYC Office. Bar copies are available to support discussion among Members while they are at the Club.

We hope that the Members will embrace this initiative to bring KYC into the 21<sup>st</sup> Century, and that they will read and discuss the proposals at length so that the Special General Meeting will be a successful event. To that end, members of the By-Laws Review Committee and the Board of Directors have agreed to avail themselves to discuss any aspects of the Committee's Report or the Board's Proposals that might interest the Members.

We all look forward to hearing your thoughts and opinions.

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Rob Colwell  
Commodore  
Kingston Yacht Club

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Ralph Shaw  
Jr. Past Commodore  
Chair, KYC By-Laws Review Committee  
Kingston Yacht Club