

## Rathbun Yacht Club Bylaws

### **ARTICLE 1 - OFFICES**

**Section 1 - Principal Office.** The principal office of the Rathbun Yacht Club (Club) shall be located at the place set forth in the Articles of Incorporation.

**Section 2 - Other Offices.** The Board of Directors (Board) may change the location of the principal office and establish such other offices as it deems appropriate.

### **ARTICLE II - MEMBERSHIP**

**Section 1 - Qualifications.** Subject to Board approval, any person may acquire membership in the Rathbun Yacht Club upon the submission of an application and payment of applicable fees. Membership shall not be denied to any adult on the basis of race, color, religion, sex, age, nationality, ethnic origin, political beliefs, marital status, sexual preference, or handicapped condition. Boat ownership shall not be a prerequisite for membership.

There are four (4) types of Memberships, they are:

- A. Regular Membership - This Membership includes two adults in a household and their legal dependents. The one (1) time initiation fee and annual fee are due at the time of Regular Membership application. Regular Memberships are those who enjoy all privileges and benefits of the Club. This Membership must be renewed annually.
- B. Associate Membership - Associate Memberships includes two adults in a household and their legal dependents. Associate Members are those who were previously Regular Members but who do not currently use Rathbun Lake as their home port but wish to retain some of the privileges previously enjoyed. The applicable fee for Associate Membership is due at the time of Associate Membership application. This Membership must be renewed annually.
- C. Social Membership – Social Memberships includes two adults in a household and their legal dependents. This Membership must be renewed annually. The owner or manager of the marina at which this club is located shall be granted a Social Membership without charge.
- D. Life Time/Honorary Membership – Life Time/Honorary Memberships includes two adults in a household. Life Time/Honorary Memberships are awarded to past Regular Members for extraordinary service previously provided. This Membership does not expire.

**Section 2 - Applications.** Applications for Membership shall be on such form or forms as the Board may from time to time determine. Each application for Membership is subject to Board approval.

**Section 3 - Term of Membership.** With the exception of Life Time/Honorary Memberships, all Memberships shall be for the term of one year beginning April 1<sup>st</sup> of each calendar year and are renewable, subject to Board approval, without application, by payment of the applicable fees. Failure to pay the annual dues by May 1<sup>st</sup> of each year shall be cause for the Membership to be terminated by the Board of Directors.

**Section 4 - Resignations.** A Membership may resign by delivering a written resignation to the Secretary. Such resignation does not eliminate any obligations owed to the Club. No portion of the initial fee or annual dues will be refunded.

## **Section 5 - Rights of Members.**

- A. A Regular Membership in good standing is authorized one (1) vote on each question and issue, has access and use of Club facilities as permitted by the Clubhouse Rules and Regulations, is eligible to serve as a Member of the Board or as a representative on any committee or in any other capacity as may be permitted by law and by these Bylaws and authorized by the Board of Directors, and is entitled to receive the publications of the Club and to participate in all Club activities. Membership shall be maintained, subject to Board approval, by payment of applicable fees.
- B. An Associate Member in good standing will, upon payment of applicable fees, receive the newsletter and other communications and can participate in activities of the Club on a limited basis. Associate Memberships cannot vote or hold office. Membership shall be maintained, subject to Board approval, by payment of applicable fees.
- C. A Social Memberships in good standing, upon payment of applicable fees, can participate in all social activities and racing events of the Club and is entitled to receive any newsletters or other communications provided to the Regular Membership. A Social Membership will not be given keys or combinations for access to the clubhouse; however, a Social Membership shall be permitted access to the clubhouse during official club activities and events held at the clubhouse. A Social Membership cannot vote or hold office. Application for a new Social Membership must be sponsored by a Regular Membership and approved by the Board. Membership shall be maintained, subject to Board approval, by payment of applicable fees.
- D. A Life Time/Honorary Memberships pays no fees. Life Time/Honorary Memberships receive the newsletter and other communications and can participate in activities of the Club on a limited basis. A Life Time/Honorary Membership cannot vote or hold office..
- E. It is the duty of the Members to know the Club's Bylaws, rules, and regulations and to cooperate with the Board in the enforcement thereof.

**Section 6 - Certificates.** The Rathbun Yacht Club may issue certificates evidencing membership in any form or forms which may be from time to time approved by the Board of Directors.

**Section 7 - Reinstatement of Membership.** If a Regular Membership lapses it can be reinstated by majority approval of the Board and payment of the current and delinquent fees, not to exceed the initial cost of joining. Such reinstatement is subject to the membership cap.

Associate and Social Membership Exception – Associate and Social Memberships may be reinstated by majority approval of the Board and payment of the applicable fees. Their reinstatement is not dependent upon the membership cap.

Military or Medical Hardship Exception – If a Member approaches the Board with a hardship the Board is empowered, by majority approval of the Board, to hold their position open and waive delinquent fees.

**Section 8 - Disciplinary Action.** The Board of Directors shall serve, if need should arise, as a Grievance and Discipline Committee. The Board of Directors shall have the power to suspend or expel any Membership for unbecoming conduct or for implication in any occurrence injurious to the good order, business, or welfare of the Club or at variance with its Articles of Incorporation, Bylaws, or Rules.

In extreme cases requiring prompt action, the Commodore may suspend immediately any member whose conduct is inimical to the welfare of the Club. Their suspension shall be promptly reviewed and shall be subject to Board ratification.

**Section 9 - Member Guests.** A Member must be present at the lake for his or her guest to use the Club facilities. A guest cannot be a regular at the lake such as a slip leaseholder, extended term camper, or other frequent visitor

**Section 10 - Membership Cap.** The total number of active Regular Memberships shall be established by the Board. A waiting list will be maintained when membership has reached the cap.

### **ARTICLE III - MEETINGS OF MEMBERS**

**Section 1 - Time and Place.** Meetings of the Members of the Rathbun Yacht Club shall be held at a suitable time and place as may be designated by the Board of Directors from time to time.

**Section 2 - Annual Meeting.** There shall be an annual meeting of the Members which shall be held at such place and time during each October as shall be designated by the Board of Directors.

**Section 3 - Special Meeting.** Special meetings of the Membership may be called at any time and for any purpose by the Commodore or Board of Directors upon written request of not less than twenty percent (20%) of the members.

**Section 4 - Notice.** A written notice of each meeting of the Members stating the place, day, hour and the purposes of the meeting will be provided to each Membership at least seven (7) days before the meeting. Said written notice may be in an electronic form, included in the newsletter, or other mailing to the Membership addresses as they appears on the records of the Secretary.

**Section 5 - Quorum.** At any meeting of the Members twenty percent (20%) of the adult Regular Memberships, present and in person, shall constitute a quorum. When a quorum is present at any meeting, a majority of the Memberships present shall decide any question brought before such meeting unless otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

**Section 6 - Voting.** With the exception of special recognition awards, each Membership present shall be entitled to one (1) vote per question or issue. . Upon the demand of any Member, the vote for Board Members or on any question before the meeting shall be by ballot. For special recognition awards, each adult Club Member present is entitled to one (1) vote per recognition award. **Section 7 - Presiding and Recording Officers.** The Commodore shall preside at all meetings of Members, or in his or her absence, a Vice Commodore. The Secretary shall act as Secretary to all meetings of the Members, and in his or her absence the presiding officer shall appoint a temporary Secretary.

### **ARTICLE IV – BOARD OF DIRECTORS.**

**Section 1 - Composition.** The Board of Directors shall consist of the Commodore, Vice Commodore-Social, Vice Commodore-Fleet, Secretary, Treasurer, Historian, Director-Property, Director-Windscoop, Director-Web Page, Director-Ship Store, Director-Membership, and Commodore Elect. All Board Members shall be Members in good standing.

**Section 2 - Election and Term.** All Board Members shall be elected by the Memberships present at the annual meeting of the Members and shall hold office beginning January 1st and ending on December 31st of the same year.

**Section 3 - Powers.** The business, property and affairs of the Rathbun Yacht Club shall be managed by the Board of Directors. The Board shall determine the membership cap and set the amount of membership dues, assessments, and rent or charges for use of Club facilities (the applicable fees). The Board shall develop and maintain an annual budget. The Board may authorize dollar thresholds and

spending limits for Members of the Board. Such authorizations do not require prior approval by the Board for an expenditure falling within the threshold, but does require that consideration be given to cost containment and the selection of sources based on price, quality, experience, availability, and references. Each board member is authorized to make purchases on behalf of the club germane to their respective responsibility and within the annual budget approved by the Board.

**Section 4 - Regular Meetings.** Regular meetings of the Board of Directors are open to Members and may be held at a time and place as determined by the Board of Directors. Any Director who is absent when such determination is made shall be given written notice by the Secretary of the time and place of such meeting. An agenda shall be prepared and provided to the Board of Directors and the Membership not less than five (5) days prior to the meeting. The minutes of the meeting shall be provided to the Membership not more than five (5) days following the meeting. Corrected and approved minutes shall be provided to the Membership in not more than five (5) days after their approval.

**Section 5 – Annual Meeting.** The Annual meeting of the Board of Directors shall be held at the same place and date as the Annual Meeting of the Members and shall include the newly elected Board. All documentation, notes, information, meeting minutes, and such shall be presented to the new Board to ease transition. Meeting minutes shall be prepared in accordance with Section 4 (Regular Meetings) above.

**Section 6 – Special Meetings.** Special meetings of the Board of Directors may be called by the Commodore and shall be called upon the written request of any four (4) Directors delivered to the Secretary.

Special meetings may be conducted without an agenda and by email, telephone conference call, or other suitable means. Meeting minutes shall be prepared in accordance with Section 4 (Regular Meetings) above.

**Section 7 – Quorum and Voting** Unless designated otherwise herein, each Board Member shall have one vote which must be exercised in person or by proxy.

Votes at Special meetings may be cast by e-mail, telephone, or other suitable means.

A majority of the Board Members shall constitute a quorum of any meeting of the Board of Directors. When a quorum is present at any meeting, a majority of the Board Members present shall decide any question brought before such meeting unless otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. The acts the Directors present at a meeting at which a quorum is present shall represent the acts of the Board of Directors.

**Section 8 – Vacancy.** A vacancy of the Board of Directors may be filled by the remaining Board members then in office by the election of a successor. The successor Director will hold office for the unexpired term of the Director whose place is vacant and until his or her successor is chosen and qualified.

**Section 9– Resignation.** A Board Member may at any time resign by delivering a written resignation to the Secretary. A Board member who misses three consecutive Board meetings for which he or she is not excused by the Commodore shall have automatically resigned their position on the Board. The remaining Board Members shall take action, in accordance with Section 8 (Vacancy), to elect a Member in good standing to fill this position for the remainder of the term and until the next annual meeting.

**Section 10 – Robert’s Rules of Order, revised:** The rules as contained in Robert’s Rules of Order, revised, shall govern all meetings of the Board of Directors and all meetings of the Members.

**ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS:** Board Members shall maintain records, documentation, notes, and decisions and tasks used in the performance of their respective duties and responsibilities. These records, documentation, notes, and decisions shall be current and provided to newly elected Board Members.

**Section 1 - Commodore.** The duty of the Commodore is to command the fleet and preside at all meetings of the Members and Board of Directors. The Commodore, with the other Board Members, shall have and exercise general control and supervision of the affairs of the Rathbun Yacht Club. The Commodore shall supervise Club property, appoint committees, and shall manage the business affairs of the Club.

**Section 2 - Vice Commodore-Social.** The Vice Commodore-Social shall have overall responsibility for social activities of the Club. In addition, this person shall have such other powers and duties as may be determined by the Board of Directors.

**Section 3 - Vice Commodore-Fleet.** The Vice Commodore-Fleet shall have overall responsibility for fleet and race activities (such as: obtaining race permits, setting race dates, white flag time, marking the course, arranging for a committee boat, etc) and the welfare and safety of the Members and their guests participating in club races and on-the-water activities. In addition, this person shall have such other powers and duties as may be determined by the Board of Directors.

Rathbun Yacht Club Races are limited to boats within the Club’s home fleet and to Guest Racers approved by the Vice Commodore – Fleet. “Guest Racers” are expected to sign registration forms and be required to abide by all pertaining rules and regulations of racing. With the exception of the Annual Regatta, or other “by invitation event”, such Guest Racers are NOT eligible to have their finish standings recorded or to receive any trophy or other official recognition for their performance in the race.

**Section 4 - Secretary.** The Secretary shall record and maintain records of all meetings of Members and the Board of Directors and file all reports and master documents connected with the operations of, and proceedings of, the Club. The Secretary shall also conduct the correspondence of the club and other task ordered by the Board. The Secretary shall maintain paper copies of Club meeting minutes, master documents, reports, correspondence, and an official copy of the Constitution and Bylaws, including all amendments. The Secretary shall maintain a correct roll of Members, their addresses, and a register of boats owned by the Members. Should the Secretary be absent from any meetings, a temporary Secretary shall be appointed by the presiding officer of such meeting.

**Section 5 - Treasurer.** The Treasurer shall have general charge of the financial affairs of the club and shall keep full and accurate records thereof and keep books in readiness for audit and examination. Should the Treasurer be absent from any meeting of the members of Board of Directors, a temporary Treasurer shall be appointed by the presiding officer of such meeting.

**Section 6 - Director-Property.** The Director-Property shall be the chair of the Property Trustees (see Article VI). The Property Director (with the Trustees assistance) is responsible for the maintenance and upkeep of the Clubhouse, tools, and equipment. The Property Director acquires the supplies required to maintain the facility and performs or arranges for contractual services for cleaning, mowing, and other services as needed or necessary.

**Section 7 - Director-Windscoop (eScoop).** The Director-Windscoop shall have overall responsibility for publishing the Rathbun Yacht Club newsletter, *Windscoop (eScoop)*, and to assist with other communications of the Club.

**Section 8 - Historian.** The Historian shall be charged with maintaining a log of all Rathbun Yacht Club events. All pictures, publications and artifacts that relate to the history of the Rathbun Yacht Club shall be maintained. The Historian shall be encouraged to fill this office for an indefinite time, however, the Historian must be re-elected by the Membership at the annual meeting.

**Section 9 - Director-Memberships.** The Membership Director shall be charged with introducing persons interested in boating, cruising and/or racing to membership in the Rathbun Yacht Club. In addition, the Membership Director, in consultation with the Commodore, may appoint one or more Fleet Captains to assist in membership retention, expansion and communication.

**Section 10 - Director-Web Page.** The Director-Web Page shall have overall responsibility for the creation and maintenance of the Rathbun Yacht Club Web Page. The RYC website shall be updated promptly, or as directed herein, and shall include the most recent versions of the By-Laws, Clubhouse Rules, meeting minutes (initial/corrected/approved), race information and race results, and other items as may be deemed appropriate by the Board. It is the responsibility of the Board to provide to the Web-Page Director clear and correct data for inclusion on the webpage.

**Section 11 - Commodore Elect.** The Commodore Elect shall apprentice the active Commodore in preparation to assume position in the following year. The Commodore Elect will also assist the Commodore in carrying out the duties of Commodore.

**Section 12 – Director – Ship Store.** The Director – Ship Store shall have overall responsibility for acquiring apparel and other items for Members to purchase. Price, quality, experience, availability, and references should be sought in the selection of products and goods. Quotes received and selection criteria and rational used to select a source shall be provided to the Board for approval. At each meeting of the Board the Ship Store Director shall provide an accounting of expenditures for, and receipts of, products and goods sold in the store.

## **ARTICLE VI - PROPERTY TRUSTEES**

The Property Trustees shall have responsibility for the general operation and maintenance of the RYC Clubhouse and other property of the RYC. This responsibility includes the following: (1) Recommend clubhouse rules and guidelines to the Board. (2) Perform or arrange for the upkeep and maintenance of the clubhouse and other property subject to Board approval. (3) Recommend capital improvements to the Board from time to time.

The Property Trustees shall consist of three persons in good standing and elected by the Membership. Trustees shall serve a three-year staggered term.

The chair of the Property Trustees shall serve on the Board of Directors as the Property Director. The two (2) remaining Trustees do not serve on the Board or have voting privileges unless one (1) of them has been given the Property Director's proxy.

Price, quality, experience, availability, and references should be sought for the selection of regular and routine purchases of goods and services used in the general operation and maintenance of the RYC Clubhouse. Quotes received and selection criteria and rational used to select a source shall be provided to the Board for approval. Emergency and urgent purchases shall, to the extent possible and/or time

permitted, consider price, quality, experience, availability, and references in the selection of goods and services. At each meeting of the Board, the Property Director shall provide an accounting of new expenditures since the previous meeting and/or report.

## **ARTICLE VII - NOMINATING COMMITTEE**

**Section 1 – Appointment and Composition.** The Commodore shall appoint, at least sixty (60) days prior to the annual meeting of Members, a Nominating Committee of three (3) Members, one (1) of who shall be designated Chairperson.

**Section 2 – Duties.** The Nominating Committee shall nominate one (1) or more Members for the offices of Vice Commodore-Social, Vice Commodore-Fleet, Secretary, Treasurer, Director-Property, Director-Windscoop, Historian, Director-Membership, Property Trustees (2), Director Web-Page, and Commodore Elect.

## **ARTICLE VIII – AMENDMENTS**

These Bylaws shall be subject to amendments, alteration or repeal in whole or in part or new Bylaws may be adopted by two-thirds (2/3) majority approval of the Board of Directors. No section of these Bylaws shall be repealed, amended, or added to except at the Annual Meeting, a regular meeting, or at a special meeting duly called for the purpose. All proposed amendments, alterations, or repeals shall be made available to the Membership for review and comment, for a period not less than fifteen (15) days, prior to the Board taking any action. Within fifteen (15) days of adoption of an amendment, the Secretary shall cause a copy of the amended Bylaws to be sent to all Members.

Revision dates:

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Unofficial/Proposed – November 2010 unofficial

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