

SEAL BEACH YACHT CLUB

BYLAWS

Article I

Section 1. Name: This non-profit corporation herein referred to as the "Club," shall be known as the Seal Beach Yacht Club.

Section 2. Purpose: The purpose for which this Club is formed is to cultivate, foster, and promote Corinthian Yachting.

Section 3. Club Burgee: The signal flag of the Club shall be a pointed burgee, yellow background with a blue border, the hoist to be two thirds of the length. The device to be the design of a seal.

Article II

Membership

Section 1. All membership in the Club shall be by invitation, and except for Junior Members, all members must be over 21 years of age. No new members will be accepted at anytime that there are five hundred (500) or more Regular Memberships. Staff Commodores and Probationary Members shall not be counted in this number.

Section 2. There shall be ten classes of membership:

- a. Honorary
- b. Life
- c. Regular
- d. Junior
- e. Junior Convertible
- f. Military
- g. Non-Resident
- h. Race Only
- i. Senior

a. Honorary Members:

Honorary Members shall be those whom the Club especially desires to honor. They shall be elected by unanimous vote of the Board of Directors, and shall hold such membership at the pleasure of the Directors for the year elected. They shall have all of the privileges of regular members except voting and holding office. They shall pay no dues.

b. Life Member:

Lifetime membership provides the members of SLBYC a means of formally recognizing and honoring extraordinary service to the Club and yachting community performed by a member on a

continuing basis over a period of at least fifteen (15) years. Such service will demonstrate a level of dedication, excellence, enthusiasm and innovation achievement that will substantially exceed the level expected of all Club members.

Life Membership is an honor offered by invitation only and only to those members who meet the qualification criteria. Any Director may submit a proposal in writing addressed to the Board. Such proposals shall be held by the Secretary until circulated to the Board at the September Board meeting. At such time, The Board may nominate no more than two persons per calendar year for election, with Life Membership not to exceed 2% of the authorized membership. The names will be posted a minimum of thirty (30) days. The nomination must be approved by at least an 80% vote of the directors present at the November Board meeting.

c. Regular Members:

- (1) A Regular Membership may consist of one or two person(s) residing at the same address who have been elected to membership by the Board of Directors, as prescribed in Article III of these By- Laws.
- (2) A Regular Membership shall be the property of those person(s), and the privileges of membership in the case of two persons shall be exercised equally by each of those two persons
- (3) Regular Members shall enjoy the privilege of use of the Club and the property of the Club, subject to the limitations as set forth in the Bylaw and other rule, policies and procedures as the Board shall from time to time proscribe, and shall of the right to invite guests, in accordance with those rules. Regular Members shall have the right to vote and hold office as prescribed in Articles VII and X.
- (4) Only one member of a Regular Membership shall be entitled to hold elected office at a time.
- (5) Each Regular Membership shall be entitled to two votes.

d. Junior Members:

Junior Members shall be persons under twenty-one (21) years of age and they shall be elected to membership as provided in Article III, Section 3. They shall have all of the privileges of Regular Members, except voting, and holding office. They shall be subject to any rules of the Club regarding children if they fall into the category of that rule

e. Junior Convertible Members:

Junior Convertible Members shall be persons who have reached their twenty-first (21st) birthday and not passed their twenty- fifth (25th) birthday and are regular students carrying a minimum of 12 semester units, or the equivalent. They shall be elected to membership as provided in Article

III, Section 4. They shall have all the rights of Regular Members, except the right to vote and hold office. This membership terminates on the member's twenty-fifth (25th) birthday or when he or she ceases to be a regular student.

f. Military Membership:

Any Regular, Junior, or Junior Convertible Members who enter extended active military service become eligible for Military Membership. They shall have all rights inherent in this class of membership as specified in Article III, Section 6.

g. Non-Resident Member:

A Regular Member may apply for Non-Resident Membership status if the member does not maintain a boat in a marina between Point Fermin and Huntington Harbor, does not live within a fifty mile radius of the Seal Beach Yacht Club, and has been a Regular Member of the Club for at least one year. Non-Resident Membership is also available to members who are on extended cruises, but only for the period of time that they are cruising. Those members who qualify, may apply for and be given non-resident status at the discretion of the Board of Directors.

Non-Resident Members shall retain all of the rights of Regular Members, except that they may not vote or hold office until they have returned to Regular Membership standing.

h. Race Only Member:

Race Only Membership is limited to participation in sailboat racing only and such membership shall have no other rights, privileges or interest in Club property. Other than sailboat racing related events, Race Membership shall have no Club privileges. This includes but is not limited to the use of the bar, food services, reciprocals and participation in social events other than as a guest of a Regular Member. In addition, a Race Only Membership is excluded from voting or holding office. Race Only Membership will be recommended by the Race Committee to the Board of Directors for approval. The Race Committee will review Race Only Members at least annually and make appropriate recommendations to the Board of Directors regarding continued eligibility for Race Only Membership. Race Only Members are prohibited from participating in any sailboat racing events under their Race Only Membership during any period where that member's annual fee is due and unpaid, and violation of this provision may result in the expulsion of such member from all classes of membership of the Club. A Race Only Member's annual membership card will not be provided until that Member's annual fee has been paid.

This membership is for new members only and is not available to current Club members, Club members who have resigned from the Club within the last 12 months, or members who have been expelled.

i. Senior Member:

To qualify as an applicant for Senior Member status, the applicant shall be a member of Seal Beach Yacht Club for a minimum of fifteen (15) cumulative years and shall be at least 75 years of age. Once approved, Senior Members shall have all rights and privileges of Regular Members, except for the right to vote or hold office. Those members who qualify, may apply and be given Senior Member status at the discretion of the Board of Directors pursuant to Article III, Section 8.

Section 3. Auxiliary Groups

The Club officially recognizes one Auxiliary Group: the Sea Belles. Membership in the Club is required to belong to any Auxiliary Groups.

**Article III
Election of Members**

Section 1. Honorary Members: Election shall be as prescribed in Article 11, Section 2.

Section 2. Life Members: Election shall be as prescribed in Article 11, Section 2.b.

Section 3. Regular Members: Application for membership shall be in writing to the Chairperson of the Membership Committee. The application shall bear the signature of two members in good standing, be signed by the applicant, and give such information as from time to time may be required by the Board of Directors. The applicant shall be interviewed by a membership committee appointed by the Commodore which shall pass on their findings at the next Board of Directors meeting. If the Board of Directors, by three-fourths (3/4) vote of the quorum present, approves the application, the name of the applicant shall be posted in a conspicuous location within the club for the 30 day period following the Board of Directors meeting (“probationary period”). In no waiting list exists at the time of application, the eligible applicant shall become a Regular Member as defined in Article II, Section 2 upon the Board’s approval. If a waiting list exists, the applicant’s name shall be placed on the list. Objections to new memberships, if any, must be made in writing and directed to the chairperson of the membership committee no later than 5 days prior to the next Board Meeting following the posting of the Member’s name. The chairperson of the Membership Committee, in turn, must notify the Board of Directors of any such protest in a private session at the next Board of Directors meeting. If the protest is upheld by the Board of Directors, the membership shall be deemed immediately revoked, their Regular Member status shall immediately cease, the Member shall be notified and, if applicable, his or her name will be removed from the waiting list. All decisions of the Board of Directors with respect to any such protest shall be final and conclusive. If a protest is not upheld, the Member’s probationary period shall conclude and, if applicable, the applicant’s name shall remain on the waiting list until an opening becomes available.

When an opening becomes available, the chair of the Membership committee shall collect all dues, fees, assessments, transfer fees, and taxes as set by the Board of Directors, and the

applicant shall be presented as a Regular Member at the next general meeting. All action of the Board of Directors on membership applications are final and no explanation of such actions to the applicant is required.

Section 4.

a. Applications for Junior Membership shall be accompanied by a form satisfactory to the Board of Directors which shall be executed by a sponsor who shall be a Regular Member of the Club in good standing which shall stipulate that such sponsoring member assumes all liability for all bills and other obligations incurred by such Junior Member to the Club. In the event of the death or resignation of the sponsor of a Junior Member, the membership of such Junior shall automatically cease and terminate unless a like new sponsorship shall be executed by a Regular Member satisfactory to the Board of Directors. Junior Members elected to that membership by the Board of Directors shall not exceed ten percent (10%) of the total membership. Upon a Junior Member reaching the age of twenty-one (21) years, the membership of such Junior Member shall terminate. Thereafter he or she shall be eligible for Junior convertible, or Regular Membership provided that such membership is available and he or she is elected to such membership in the manner provided in Article II, Section 2.c or 2.e, upon such terms as the Board of Directors may determine, and upon payment of such membership fees and dues as shall be applicable to the class of membership to which he or she is elected.

b. Children of Regular Members shall be considered as Junior Members as long as such Regular Members are in good standing. Upon reaching twenty-one (21) years of age they shall be subject to the provisions outlined in the section for Junior Members.

Section 5. Junior Convertible Membership: Applications shall be made in the manner for regular membership except that applicants shall be subject to such fees and dues set forth by the Board of Directors. Upon a Junior Convertible Member reaching the age of twenty-five (25) or his or her status as a regular student ceases, the membership of such Junior Convertible Member shall terminate. Thereafter he or she shall be eligible for Regular Membership in the manner provided in Article 11, Section 2.c, upon such terms as the Board of Directors may determine, and upon such payment of membership fees and dues as shall be applicable.

Section 6. Military Membership: Upon application to the Board of Directors, a Regular, Junior, or Junior Convertible Member on extended active duty with the armed forces, in good standing, will be given Military Membership with all dues suspended until the member's service with the armed forces is completed. Upon completion of military service the member automatically resumes his last membership status and will be subject to all dues, fees, rules, and regulations then pertaining.

Section 7. Non-Resident Membership: Upon application to the Board of Directors, a Regular Member, at the discretion of the Board, may be given status as non-resident member. On becoming a Non-Resident Member, the member forfeits voting rights, may not hold office, and will be charged such dues and fees as prescribed by the Board of Directors. Such status is subject to periodic review by the Board of Directors.

Section 8. Senior Membership: Upon application to the Board of Directors, a Regular Member, at the discretion of the Board of Directors, may be given status of Senior Member. Once a member becomes a Senior Member, the member forfeits voting rights, may not hold office, and will be charged with dues and fees equal to one-half (1/2) of Regular Member dues. Senior Members are subject to all provisions of these Bylaws except for those issues specifically addressed herein. Senior Membership shall not exceed 5% of the authorized Regular Membership of the Club at the time of application; however, the Senior Membership shall not be reduced as a result of any reduction in the general membership. If required, a waiting list for Senior Membership status will be established by the Club Secretary, which will be based on the date of application. If two or more applications for Senior Membership are made on the same date, ranking on the waiting list shall be based on the applicants' seniority in the Club.

Article IV Dues and Fees

Section 1. Membership Dues shall be evaluated on an annual basis based upon the percentage change in the U.S. Department of Labor Consumer Price Index - All Urban Consumers ("CPI") for the closest reported metropolitan area to where the Club is located reported for the prior calendar year. In the event the compilation and/or publication of the CPI shall be transferred to any other governmental department or bureau or agency or shall be discontinued, then the index most nearly the same as the CPI shall be used to make such calculation.

The change in the CPI shall be computed by the Treasurer immediately following the availability of the annual CPI data for the prior calendar and shall be reported to the Board prior to the next regularly scheduled monthly Board meeting. Following the presentation of the CPI data, the Board shall fix the annual dues for Regular Membership, Junior Membership, Junior Convertible Membership and Race Only Membership for the following year by a two-thirds (2/3) vote of the Board of Directors.

Any change in Annual dues made pursuant to the foregoing shall be effective beginning with the second quarter of the year following the adjustment, and shall be communicated to Members no less than 30 days prior to the due date for second quarter dues.

Such dues shall be payable in advance, quarterly and, in the event that a member shall terminate his membership before the end of a quarter, shall be retained, or be collectible, as if the membership were to continue to the end of the quarter.

Section 2. Fees:

a. The initiation fee, reinstatement fee, assessments, late fees, transfer fees and taxes for Regular Membership shall be fixed annually by a two-thirds (2/3) vote of the Board of Directors, or more often as the need is determined by a majority of the Board.

b. The initiation fee for Junior Membership and Junior Convertible Membership shall be fixed annually by a 2/3 vote of the Board of Directors. All fees determined pursuant to this Section 2 shall be payable on demand by the Treasurer.

c. Race Only Membership does not have an initiation fee but does have an annual fee determined by the Board of Directors.

Section 3. After ninety (90) days from the date any dues or indebtedness shall become due and shall be unpaid, such member shall be automatically suspended from membership, all privileges, and all club related activities. Said suspension is effective on the 91st day of indebtedness and follows notifications of said indebtedness issued by the Treasurer, issued at 30 days (first notice), at 30-60 days (second notice), and 60-90 days (final notice), sent by way of regular U.S. Mail.

No further notice will be issued and at 120 days from the date of said indebtedness the member is automatically removed from the Club with prejudice. Such individual shall remain liable for all dues and fees applicable up to the time of forfeiture.

Article V Transfer of Membership

Section 1. Upon the death of one member of a joint membership, the surviving member shall become an individual member. Dues for this new individual membership shall be suspended for six (6) months.

Section 2. In the case of the dissolution of a regular membership, if both members wish to maintain an individual membership, they may do so. The existing membership number will be canceled and two new numbers will be issued. If only one member wishes to retain the membership, he or she may retain their membership as a Regular Member. The Board of Directors must be notified in writing by both members of their desires and intentions within sixty (60)days of the decision.

Section 3. Non-Resident Memberships, Honorary Memberships, Junior Memberships, and Junior Convertible Memberships shall not be transferable.

Article VI Resignation of Members

Section 1. All resignations must be made in writing, addressed to the Board of Directors.

Section 2. No resignation from membership shall be accepted or shall take effect until all indebtedness from the resigning member has been paid. No additional dues shall accrue in such cases, subsequent to the time that resignation notice is filed with the Board of Directors.

Section 3. Any cessation of membership by death, resignation or otherwise, shall operate as an unconditional assignment to the Club of all the rights, title, privileges and interest of such member, in and to the property and privileges of the Club.

Article VII Discipline

Section 1: A member, or members of his or her family, may be suspended or expelled by the Board of Directors in closed session for any conduct (A) which it determines is injurious to the welfare and best interest of the Club; or (B) in violation of the Bylaws or established rules of the Club. The Board of Directors shall be the sole judge of what is injurious to the welfare and best interest of the Club or of what constitutes a violation of the Bylaws or established rules of the Club.

Section 2: Upon formal complaint to the Board against a member for conduct described in Section 1 of this article, the Commodore shall appoint a committee of three (3) disinterested Directors to investigate the circumstances connected with the alleged misconduct. If three disinterested Directors cannot be identified, then the Commodore may appoint disinterested non-Board members (Staff Commodores, Members-at-Large, etc.) to fill the committee. All investigations shall be performed confidentially in order to protect the parties involved. The committee shall report its findings to the Board in closed session within a reasonable period of time from the formation of the committee, whereupon the Board, by majority vote of the quorum present, shall determine whether or not the findings require a letter of censure, a formal hearing or whether the complaint shall be dismissed. Letters of censure may include an option to the accused party to a formal hearing in closed session and also may include any potential disciplinary action if the behavior in questions continues.

If the Board determines that a formal hearing is required, a hearing shall be held in accordance with the following procedure: The Board shall notify the member of the charges personally or by registered mail sent to the member's last known address, and request that the member and complainant appear before the Board at a time and place fixed for a hearing. The hearing shall be held in closed session. The member shall be at liberty to attend the hearing in person and be heard regarding the charges. At the conclusion of the hearing, the Board shall privately consider the charges and evidence adduced at the hearing. If, after this hearing, it is the judgment of the Board by a three-fourths (3/4) vote of the quorum present that the charges are sustained, then the Board may expel, suspend or censure the member, or members of his or her family, at its discretion. A condensed statement of such proceedings and determination shall be recorded by the Club Secretary in the minutes of the Club and the determination thereupon entered shall be final and conclusive upon said matter.

Section 3: In the event of a suspension, the member shall be denied all privileges of membership including the right to use the Club facilities or attend any Club functions during the period of the suspension. In the event of expulsion of a co-member in a joint membership, the remaining co-member shall become an individual regular member. A member or members of his or her family,

expelled from the Club immediately forfeits all rights in the Club and Club property and shall not attend any Club function regardless of where the function is held.

Article VIII Government

Section 1. The governing body of the Club shall be the Board of Directors consisting of the Commodore, Vice Commodore, Rear Commodore, Junior Staff Commodore, and eight (8) others, all of whom shall be elected by the members of the Regular Membership in accordance with Article X of these Bylaws.

Section 2. The elected executive officers of the Club shall be the Commodore, Vice Commodore and Rear Commodore. They will hold office for one (1) year commencing January 1, at 0001 hours.

Section 3. Appointed officers will be the Secretary, Treasurer, Bar Captain, Assistant Treasurer, Port Captain, Judge Advocate, Sail Fleet Captain, Power Fleet Captain and Fleet Surgeon. In addition, a Fleet Chaplain may be appointed. Such appointments will be made by the Commodore and confirmed by the Board of Directors.

The Commodore may appoint an elected member of the Board of Directors for a term not exceeding one (1) year to each of the following positions: Treasurer, Port Captain, Sail Fleet Captain or Power Fleet Captain. Should a candidate for appointment not exist among those elected to the Board, the Commodore may nominate a non-Board candidate and seek approval by majority vote. Such non-elected officer(s) shall serve on the Board as a non-voting member.

The remaining Board Members will serve as members at large subject to a minimum one (1) year appointment to other office or Standing Committee, such as Membership, Facilities and Development, House, Race or Bar Captain.

Section 4. Four (4) Directors will be elected each year for two (2) year terms to replace the outgoing Directors serving their second year of their term. .

Section 5. The Ways and Means Committee shall be an advisory committee to the Board of Directors. It shall develop major policy and objectives for the future growth and expansion of the Club. It shall concern itself with, but not be limited to, membership size, dues and fees, financing of encumbered burdens of the Club, and acquisition of facilities. The Commodore shall be the Chairman and shall vote only to break a tie. There shall be seven (7) members: Vice Commodore, Rear Commodore, Junior Staff Commodore, Treasurer, and three (3) others to be appointed by the Commodore: one (1) a Staff Commodore, and the other two (2) members from the list of active Staff Commodores or from the Regular Membership at large. The Ways and Means Committee shall meet at least quarterly and provide a report to the Board of Directors after each such meeting.

Section 6. The Facilities Development Committee shall be an advisory committee to the Board of Directors. It shall be the screening and development committee for all permanent decorations, additions and changes in the physical plant of the Club and no such permanent decorations, additions or changes shall be made without the Committee's recommendation to the Board of Directors and approval therefrom. It shall consist of the Commodore, Vice Commodore, two (2) Board Members and three (3) at large appointments all to be made by the Commodore. The Commodore, or an appointee of the Commodore from the membership of the committee, shall chair the committee. At least two (2) at large appointees or Director members shall have served on the committee the previous year. The House Chairman shall serve as an ex-officio member and attend its meetings. Any Club member may make suggestions for consideration by this committee. The Facilities and Development Committee shall meet at least quarterly and provide a report to the Board of Directors after each such meeting.

Section 7. The By-laws Committee shall be an advisory committee to the Board of Directors. It shall convene at least once a year to review the Club's by-laws, looking for conflicts between by-laws, and areas where the by-laws should be updated to comply with current laws covering the operation of the Club. The Committee shall advise the Board of Directors of any conflicts that exist or any updates that are needed to the by-laws and provide the Board of Directors with any recommended changes, for approval. Any motion passed by the Board of Directors that shall later be determined to require a change to the by-laws shall be reviewed by the By-laws Committee and the Committee shall provide its recommendation to the Board of Directors within thirty (30) days for Board action in accordance with Article XIII. The By-law Committee shall consist of the Judge Advocate, the Vice Commodore and one (1) member at large to be appointed by the Commodore. The Commodore shall designate who is to serve as Chairman.

Section 8. The House Committee shall, at the minimum, include a House Chairman and one (1) at large member both appointed by the Commodore. The duties of the House Committee shall include responsibility for repairs and maintenance of existing facilities and equipment.

Section 9. The Procedure's and Policy Committee shall be an advisory committee to the Board of Directors. It shall develop and maintain the Procedure's Manual. The manual shall contain the scope and details governing the operation of each office or committee of the Club. It may also include individual Flag Offices and appointed positions. It will also contain the bylaws, house rules and bar policy. It shall consist of three (3) members. The term of office is three (3) years. The senior member of the committee will serve as the chairman. The Commodore-elect shall appoint one member at the beginning of the year to replace the senior member following his/her three (3) year term. The committee shall meet at least annually at a time to allow for review and preparation of the manual for the following year. The manual is the property of Seal Beach Yacht Club and shall be relinquished upon the termination of a member's term of service. Amendments or additions to the Procedures Manual requires at least two-thirds (2/3) of the Board of Directors present to vote in favor of the said amendment or addition.

Section 10. Long-Range Planning Committee shall be an advisory committee to the Board of Directors. It shall look at issues affecting the Club at five, ten and twenty year intervals. It shall be comprised of the Commodore, two Board Members, one Staff Commodore and one member

at large. The Committee shall meet at least twice each calendar year and shall provide a report to the Board of Directors after each meeting.

Article IX Duties of Officers

Section 1. Commodore: The Commodore is the executive officer of the Club. It is his or her duty to command the fleet: to preside at all Regular and Special Membership Meetings, at all meetings of the Board of Directors, at all meetings of the Ways and Means Committee and at all meetings of the Long Range Planning Committee: and, to enforce the rules and regulations of the Club. He or she shall call special meetings of the Club and/or Board of Directors whenever he or she deems it necessary. He or she shall be an ex-officio member of all committees. The following officers and committee chairman shall report directly to the Commodore: Vice Commodore, Rear Commodore, Staff Commodores, Secretary, Treasurer, Assistant Treasurer, Fleet Surgeon, and Judge Advocate.

Section 2. Vice Commodore: It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his or her duties and in the absence of the Commodore to act in his or her place and stead. He or she shall have under his or her direct supervision the following standing committees, whose chairs shall report to him or her once monthly, one week prior to the regularly scheduled meeting of the Board of Directors: House, Communications, Membership, Program, Bar Captain, Web Master. The Vice Commodore with the assistance of the Treasurer shall prepare the annual budget for the Club and submit such budget to the Board of Directors for approval.

Section 3. Rear Commodore: It shall be the duty of the Rear Commodore to assist the Commodore and Vice Commodore in the discharge of their duties and in the absence of the Commodore and Vice Commodore to act in their place and stead. He or she shall have under his or her direct supervision the Sail Fleet Captain, Power Fleet Captain and Port Captain who shall report to him or her monthly, one week prior to the regularly scheduled meeting of the Board of Directors.

Section 4. Secretary: It shall be the duty of the Secretary to keep a true record of the proceedings of the Board meetings of the Club in a book provided for that purpose, and to conduct all correspondence of the Club. The Secretary is to have custody of all reports, documents and communication connected with the business of the Club except bar records. He or she will perform such other duties as may be prescribed by the by-laws or by the Commodore.

Section 5. Supervision of Club Funds:

a. Treasurer: It shall be the duty of the Treasurer to supervise the collection and disbursement of all Club funds, excluding the collection of membership dues should the position of Assistant Treasurer be in place. The Treasurer shall be generally responsible for the safeguarding and security of all Club funds and securities. The Treasurer shall assist the Vice Commodore in the preparation of the annual budget. The Treasurer will submit monthly financial statements and

budget control to the Board of Directors. The Treasurer shall be bonded in an amount prescribed by the Board of Directors. The cost of the Bond shall be born by the Club.

b. Assistant Treasurer: It shall be the duty of the Assistant Treasurer to supervise the invoicing, collection and deposit of all membership dues payments including Members' bar accounts. The Assistant Treasurer shall submit monthly reports to the Board of Directors regarding members and their current status, including members in arrears as prescribed in Article IV, Section 3. The Assistant Treasurer shall submit monthly reports to the Treasurer regarding deposits and breakdown of dues disbursements. In the event the position of Assistant Treasurer is vacant, these duties shall be the responsibility of the Treasurer. The Assistant Treasurer shall be bonded in an amount prescribed by the Board of Directors. The cost of the Bond shall be born by the Club.

c. Bar Captain: It shall be the duty of the Bar Captain to supervise all bar activities including but not limited to invoicing, collections, deposits, and payments pertaining to the bar. The Bar Captain shall supervise and maintain payroll and records for all bar employees. The Bar Captain shall submit a monthly profit and loss report to the Vice Commodore.

Section 6. The Port Captain, Sail Fleet Captain and Power Fleet captain will assist the Rear Commodore in the discharge of his or her duties, and those duties shall be designated by the Rear Commodore.

Section 7. Should a vacancy occur in any flag office or on the Board of Directors it shall be filled first by normal succession for the unexpired term, and thereafter by nomination by the Commodore and ratification by a majority of the Board of directors present at a regular or special meeting of the Board.

Section 8. Any member of the Board of Directors who shall absent him or herself from three meetings of the Board without having offered a written excuse satisfactory to the Board shall forfeit his or her office.

Section 9. A quorum of the Board of Directors shall be a majority of the members. A quorum is required to transact the business of the Club.

Section 10. Officer of the Deck (OD)

a. The OD will serve as the official greeter for the Club. Members or others not wearing a name badge and not known by the OD will be asked to identify themselves. The hours of service shall be as prescribed by the Board of Directors in the Club House rules.

b. Each Regular Member in good standing and their copartner, if the copartner is capable and willing to serve, shall be available to assume the duties and responsibilities of Officer of the Deck. Members shall be assigned Officer of the Deck duty by the OD Coordinator.

- c. The OD will ensure that members and guests comply with the Club House Rules.
- d. Any member who cannot meet these obligations shall present his or her reasons in writing to the Board of Directors requesting removal from the OD listing. These requests shall be voted on by the Board of Directors and the ensuing approval/disapproval shall be forwarded to the member and the OD Coordinator.
- e. Any member who fails to fulfill his or her obligations as OD, unless excused by the OD Chairperson, may be subject to discipline by the Board of Directors.

Article X Elections

Section 1. Nominating Committee:

- a. In June of each year, the Vice Commodore shall appoint four (4) members, one being the chair, and the Rear Commodore shall appoint (3) members to form this committee. Any person running for office, or their co-member, shall be disqualified from serving on the Nominating Committee.
- b. The Committee shall post at the club and publish the names of the nominating committee and notice of the openings for elective office in the July Burgee.
- c. The committee shall nominate one member each for the positions of Commodore and Vice Commodore. The committee shall nominate two or more members for the position of Rear Commodore. In addition, the committee shall nominate candidates for the Board of Directors presenting at least two (2) nominees in excess of the number of openings. The committee shall report to the Secretary of the Club its nominations for all offices to be filled at the annual election. The nominations shall not be finalized by the Committee prior to August 15. The report shall be submitted no later than August 20 prior to the election. In the event the Committee is unable to nominate more than one candidate for Rear Commodore, the reason shall be included in the Committee Report.

Section 2. The nominations shall be posted at the club and published in the September Burgee.

Section 3. By petition to the Secretary, signed by ten percent (10 %) of the eligible individual votes, other nominations can be made for elective office. Such petitions must be received no later than forty-five (45) days prior to the date of an election. A separate petition must be submitted for each person desiring to run for an elective office. Nominations by petition will be sent to members or published in the Burgee by the Secretary prior to the date of the election.

Section 4. The Annual Election of Officers and Directors shall be held at the Annual Meeting each year as provided in Article XI, Section 1. The newly elected Officers, Directors and appointed Office Holders will automatically assume the official duties and responsibilities of their respective offices at 0001 hours on January 1st following their election or appointment.

The public and ceremonial installation of elected officers and Directors and appointed Office Holders will take place before January 31st following the election.

Section 5. Elections shall be by a majority of eligible votes present at the annual meeting. Voting will be by secret ballot if there is more than one nominee for elective office. If there is only one candidate for an elective office, the Secretary shall be instructed to cast an elective ballot for those nominees.

Section 6. Each regular membership shall be entitled to two (2) votes.

a. Either member may cast the two (2) votes of their membership at the annual meeting.

b. A membership may designate, in writing, a membership to cast its votes as a proxy at the Annual meeting. No regular membership shall represent more than one absentee membership at the annual meeting. No regular membership shall cast more than four (4) votes. This provision shall not prevent the representing membership from casting its own votes at the annual meeting.

Article XI Meetings

Section 1. Annual Meeting: The annual meeting will be held the first Tuesday in November of each year or as soon there after as possible. Location will be designated by the Board of Directors. Said meeting shall be for the election of Officers and Directors.

Section 2. Regular and Special Meetings: Regular meetings shall be held monthly except in January. Special meetings may be called by the Commodore, by order of the Board of Directors, or by written petition signed by ten percent (10%) of the eligible votes. Such petition shall be submitted to the Secretary, who will notify all members of the special meeting at least ten (10) days in advance. At this meeting no other business than that stated in the petition shall be considered.

Section 3. A quorum at a regular meeting shall consist of ten percent (10%) of the Regular Memberships in good standing.

Section 4. Robert's Rules of Order shall govern the procedure of the meetings of the Club

Article XII Accounts and Funds

Section 1. The Board of Directors as a whole shall constitute the Finance committee of the Club. They shall designate the bank or banks where the funds shall be deposited and shall be responsible for the Club's funds and financial affairs.

Section 2. All checks shall be signed by the Treasurer, Assistant Treasurer, Commodore, Vice Commodore or Rear Commodore.

Section 3. It shall be the responsibility of each Flag Officer to secure a reconciliation of funds for each activity under his or her flag. From such reports and other estimates the Club's budget will be prepared for the ensuing year. No budget shall be adopted which shall exceed the reasonably certain income of the Club.

Section 4. No appropriation shall be made and no debt shall be authorized at any meeting of members except upon motion of the Board of Directors, unless a Special Meeting of members shall have been called for the purpose.

Section 5. Except to complete a Club facility, the Board of Directors shall incur no indebtedness exceeding one year's income of the Club, unless authorized to do so at a meeting of the members.

Section 6. The Commodore with the approval of the Board of Directors shall appoint an Auditing Committee consisting of three (3) or more members, who shall examine all records of the Treasurer, audit his books and report their findings to the Board of Directors. Absent a certified auditor on the Committee the audit report should be considered as an overview of the club's financial functions and the Committee report to the Board may include changes intended to improve the functions of those areas audited. The auditing shall be made from time to time as the Commodore shall prescribe, but in no event shall such audit be made less than one time per year.

Article XIII Amendments

Section 1. Subject to Article VIII, Section 7, these by-laws may be amended and additional provisions added thereto at any regular or special meeting of the Board of Directors at which at least two-thirds (2/3) of the Board of Directors present vote in favor of said amendment or addition.