

HOMER YACHT CLUB, INC.
BY-LAWS
Amended September 11, 2009

ARTICLE I
PURPOSE

The purpose of the HOMER YACHT CLUB is to:

- A.** Provide an educational and social organization for people interested in sailing.
- B.** Educate both members and other interested parties in the skills of sailing and boat safety.
- C.** Plan, organize, and conduct sailboat races, regattas, cruises, and other activities consistent with the above.

ARTICLE II
EMBLEM

- A. The emblem and burgee** shall be a blue triangular pennant with a yellow five-pointed star in the center.

ARTICLE III
MEMBERSHIP

- A. The membership year** shall be January 1 through December 31.
- B. Qualification for membership** requires proposal by any voting member. Proposed membership must be accepted by majority vote of a quorum of members present at the next regular meeting and may be posted in the newsletter.
- C. The membership** of this club shall consist of the following classifications:
 - 1. Regular members** shall be at least 18 years of age and shall have the privilege of voting and holding office.
 - 2. Family memberships** shall include an individual or two regular members who are married or de facto partners, and their immediate family living in the same household. No more than two family members, age 18 or over, may vote.
 - 3. Honorary members** shall be those persons who have been proposed and unanimously approved by a quorum of members present at a regular meeting. Honorary members may not vote or hold office, but may voice their opinions at meetings. The membership may, from time to time, review and change the status of an honorary member by another vote.
 - 4. Lifetime members** shall be those persons who have been proposed and unanimously approved by a quorum of members present at a regular meeting. Lifetime members may not vote or hold office, but may voice their opinions at meetings. A lifetime member must be at least 65 years of age, and have been either a founding member or a continuous club member for at least 15 years.
- D. Termination of membership** may be voluntary, or by a majority vote of a quorum of members at a special meeting called for that purpose, for acts inconsistent with the

interests and objectives of the corporation. Membership will automatically be terminated for failure to pay annual dues, special fees, or other assessments; or in the case of death; or because of dissolution or liquidation of the Club.

ARTICLE IV MEETINGS

- A. Annual Meetings** shall be held in October of each calendar year. The Board of Directors of the Club will give its annual report to the membership at that meeting, and directors will be elected as proposed by the nominating committees. In addition, the members present will elect a slate of flag officers from the list provided by the nominating committee.
- B. Special Meetings** may be called by the Commodore, or in his absence the Vice Commodore, or by the Board of Directors, at a time and place specified in writing to all the members no less than 10 days prior to the meeting. The agenda for the special meeting shall be specified in the notice and no other business may be transacted at such special meeting.
- C. Regular Meetings** may be held monthly or when deemed desirable by the Commodore, other flag officers, or the general membership; provided that there shall be at least one regular meeting each quarter.
- D. Conduct of meeting:** except where inconsistent with these by-laws, current Robert's Rules of Order shall apply. A record of all members attending each meeting shall be recorded. The agenda for monthly meetings shall be as follows:
 - 1. Call to order
 - 2. Review of previous meeting minutes
 - 3. Officers' reports
 - 4. Reports of standing committees
 - 5. Reports of special committees
 - 6. Old Business
 - 7. New Business
 - 8. Members' comments
 - 9. Adjournment
- E. Quorum** for annual, regular, or special meetings shall be at least six (6) members qualified to vote, including at least one (1) flag officer, except as otherwise provided for in these by-laws.

ARTICLE V BOARD OF DIRECTORS

- A. Board of Directors:** The Club shall be managed by the Board of Directors. Each director shall be at least 18 years of age and shall be a member of the Club during his or her directorship. The Board of Directors shall consist of the Rear Commodore and at least four or more regular members. No decrease shall shorten the term of any director then in office. Directors may be removed from office by a majority vote of the regular members of the Club. The term of directors shall be two (2) years, with the exception

of the Rear Commodore whose term will be determined by his or her term as a flag officer. With the exception of the flag officer, two (2) directors will be elected each year.

- B. Replacement Board Member(s):** Should a director leave the board for any reason during his term, and in the event the remaining number of directors falls below three (3), the minimum required by the Articles of Incorporation, he or she will be replaced by an interim director appointed by the Commodore for the balance of their term.
- C. Quorum** for the Board of Directors meetings shall be a majority of the board.

ARTICLE VI FLAG OFFICERS

- A. The Commodore** shall preside at all meetings of the Club, enforce all rules and regulations, and shall be the executive officer of the Club.
- B. The Vice Commodore** shall assist the Commodore in his duties and perform the duties of Commodore in his absence. In addition he shall head all race related activities, including appointment of race committee members and officers.
- C. The Rear Commodore** shall perform the duties of the Commodore in the absence of the Commodore and Vice Commodore. In addition he shall head all membership activities including appointment of Membership Chairman, and serve during tenure in office as a member of the Board of Directors.
- D. The Secretary** shall keep a true record of all proceedings of the club, file and keep all documents, records, reports, and also inform all new members of their acceptance and provide them with a membership card and a copy of the current by-laws. The Secretary shall prepare and mail all notices of meetings, and appoint and supervise a newsletter chairman to write, publish, and mail a periodic newsletter.
- E. The Treasurer** shall collect all moneys due and disburse all moneys for the Club. The Treasurer shall keep an accounting of all income, expenditures, and finances of the Club, and shall inform the Secretary of all membership dues received. The Treasurer shall furnish a written quarterly report to the Commodore and the Board of Directors. The office of Treasurer may be combined with the office of Secretary at the discretion of the membership.
- F. Exclusion:** No two (2) members of the same family may be flag officers at the same time.

ARTICLE VII ELECTION OF OFFICERS

- A. Nominations:** At least thirty (30) days prior to the annual meeting, the Commodore shall appoint a nominating committee of 3 to 5 members, which shall within twenty (20) days report to the secretary its slate of flag officers and board members to be announced at the Annual Meeting.
- B. Notification:** The report of the nominating committee shall be read at the Annual Meeting, where further nominations may be made from the floor. Such nominations

will be accepted only with the express consent of the nominee. For any position for which there is no contest, a motion for a unanimous ballot may be accepted.

- C. Balloting:** Ballots for contested positions will be cast at the Annual Meeting. Ballots shall be counted and results announced to the members. The individual receiving the majority of votes will be elected.

ARTICLE VIII GOOD FAITH RESPONSIBILITY

- A. Good Faith Responsibility:** Every flag officer and director of the Club shall exercise and discharge the powers and duties of his or her office in good faith with that degree of diligence, care and skill that a prudent person in any like position would ordinarily apply in similar circumstances.
- B. Removal:** Any officer or director deemed guilty of gross misconduct or failure to discharge the duties of his or her office in good faith may be removed from office. Charges or complaints against him or her shall be made in writing by at least five (5) regular members of the Club and directed to the Secretary. Directors shall thereupon call a special meeting of the members to resolve or sustain the charges or complaints. The said officer or director shall be furnished with a copy of the charges or complaints preferred against him or her and shall be notified in writing at least ten (10) days prior to the scheduled meeting. A vote of three quarters of at least twelve (12) eligible members present will be sufficient to sustain the charges or complaints and vacate the office.

ARTICLE IX INITIATION FEES AND DUES

- A. Initiation fees and dues** for all classes of members shall be fixed by the Board of Directors and may be changed providing the membership is notified in writing of any increase no less than sixty (60) days in advance of the date the increase is to take effect.
- B. Assessments and other fees** of whatever nature and purpose shall be made only at a special meeting and with the approval of a two thirds majority of the members present providing at least a quorum is present.
- C. Payment of dues and fees** shall be on the date membership application is received for new members, before January 1 each year for renewing members, and as prescribed for special assessments. There shall be a 4-month grace period for renewing members, after which dues shall be considered in arrears.

ARTICLE X FINANCIAL POLICY

- A. Non-Profit Status:** The activities of the Club shall be in strict compliance with the Articles of Incorporation of the Homer Yacht Club, Inc., dated September 23, 1983.
- B. Obligations:** No pecuniary or other obligations shall be contracted by the Club without the sanction of the Board of Directors.

- C. Disbursements:** Income of the Club shall be disbursed only in a manner consistent with the Articles of Incorporation of The Homer Yacht Club, Inc.
- D. Deposits and Investments:** No funds of the Club may be deposited in any name except that of the Homer Yacht Club, Inc. No funds of the Club shall be invested without the authorization of the Board of Directors.
- E. Fiscal Year:** The Fiscal Year shall begin on October 1 of each year and end on September 30.
- F. Disbursing Officers:** The Treasurer, or in his or her absence the Commodore or Secretary (or Vice Commodore in the event the office of Secretary is combined with Treasurer), shall sign all checks, drafts, and purchase orders, requiring payment of moneys of \$500.00 or less. For amounts larger than \$500.00 two signatures are required.

ARTICLE XI AMENDMENTS

- A. Proposed amendments** to these by-laws may be submitted to the Board of Directors by any member of the Club in good standing. Such proposed amendments shall be immediately presented to all the directors and flag officers for review for a period not to exceed sixty (60) days.
- B. Adoption of amendments** shall be by a majority vote of the Board of Directors within thirty (30) days of the end of the review period. The general membership shall then be notified of any changes to the by-laws.
- C. Any question** as to the meaning of these by-laws or the Articles of Incorporation shall be decided upon by the Board of Directors. Notices sent by electronic mail with return receipt requested shall be considered written notice, except in the case of charges or complaints.

ARTICLE XII DISSOLUTION

- A. Notification:** Voluntary dissolution of the Club can take place only at a special meeting with a minimum of sixty (60) days notice to the full membership.
- B. Quorum** for a special meeting for the purpose of voting on dissolution of the Club shall be twelve (12) members qualified to vote, including at least two (2) flag officers and two (2) board members.
- C. Dissolution** of the Club shall require a three-quarters majority vote of the qualified members present.
- D. Disposition of assets:** In the event of dissolution, assets of the Club shall be disposed of in accordance with the Articles of Incorporation of The Homer Yacht Club, Inc.