

# **CHULA VISTA YACHT CLUB**



# **BYLAWS**

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## CHULA VISTA YACHT CLUB BYLAWS INDEX

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# BYLAWS OF THE CHULA VISTA YACHT CLUB

## ARTICLE 1 – NAME, PURPOSE AND OFFICES

- 1.1 **NAME:** This organization shall be known as the CHULA VISTA YACHT CLUB (hereinafter referred to as “the CLUB”). It is a California, not-for-profit, public benefit corporation.
- 1.2 **PURPOSE:** The purpose of this club shall be to encourage and perpetuate common interests in yachting, including, but not limited to, social, educational, cruising, angling and racing activities, as well as providing facilities sufficient for recognition by, and reciprocity with, other like-minded boating clubs and associations.
- 1.3 **PRINCIPAL OFFICE:** The principal office for transacting the business of the Chula Vista Yacht Club shall be located San Diego County, California. The Board of Directors may change the principal office from one location to another.
- 1.4 **OTHER OFFICES:** The Board of Directors may, at any time, establish a branch of subordinate offices at any place or places where the corporation is qualified to do business.
- 1.5 **RECORDING OFFICE CHANGES:** Any change(s) in office location(s), including the date of change, shall be noted by the Club Secretary on the master copy of these Bylaws, opposite this section. Alternatively, the section of this Article dealing with ‘Principal Office’ may be amended to reflect such location change, including the date such amendment was approved.

## ARTICLE 2 – MEMBERSHIP

**2.1 MEMBERSHIP PARAMETERS AND ROLL NUMBERS:** Membership in the Club shall be personal to the person(s) properly included in a membership application which has been approved by the Board of Directors. There shall be no business, corporate or partnership Club memberships, except as specifically set forth in these Bylaws. Club Membership shall not be restricted in any way based upon race, color, creed, religion, sex or sexual orientation, ethnic origin or ancestry, or any other criterion contrary to state or federal law. Memberships may not be assigned, pledged or transferred.

Acceptance into membership in any class shall be contingent upon Board approval and prompt payment of all properly established fees and/or dues. Memberships shall be assigned consecutive numbers on the Roll of the Club, in the order of their admission into membership, and such numbers shall appear in the Club roster and on individual membership cards. Roll numbers for Associate and Honorary members shall be prefaced by “A” and “H” respectively.

After acceptance, a person shall be considered ‘a member in good standing’ so long as they make timely payment of all dues and other approved charges, and no action has been initiated or taken against them for sanctionable monetary or behavioral infractions hereinafter defined in these Bylaws.

**2.2 MEMBERSHIP CLASSES, ELIGIBILITY AND RIGHTS:** Club membership shall be available to all qualified and approved candidates in one of the four principal classes of membership, namely Regular, Junior, Associate and Honorary, each having its own eligibility requirements, categories and rights, as indicated in the following:

- 2.2.1 **REGULAR MEMBERSHIP – ELIGIBILITY AND CATEGORIES:** Any person(s) 21 or more years of age demonstrating an interest in participating in and promoting the development of the Club and its defined purposes may apply for Regular Membership. Regular membership may be held in either Family, Dual or Single category, as determined by the following guidelines:

- 2.2.1.1 **FAMILY MEMBERSHIP:** A Family Membership may be applied for by one or two adults residing in the same household, and shall entitle approved applicants to claim Junior Membership status for their children or grandchildren in the 10 through 20 year age range.
- 2.2.1.2 **DUAL MEMBERSHIP:** Dual Membership may be applied for by two adults residing in the same household and shall confer upon approved applicants the same Junior Membership rights as authorized under Family Memberships.
- 2.2.1.3 **SINGLE MEMBERSHIP:** Single Membership may be applied for by any individual 21 or more years of age, and shall confer upon approved candidates the same Junior membership rights as authorized under Family membership. No other membership status is established for any other individual(s) as a result of Single Membership approval.
- 2.2.2 **RIGHTS OF REGULAR MEMBERS:** Except as may be otherwise established in these Bylaws, Regular Members shall have all of the following rights:
- 2.2.2.1 To vote on all matters subject to the vote of the membership.
- 2.2.2.2 To hold a position as an Officer of the Club, a Committee Chairperson, or other position of authority to which the Board of Directors may appoint them.
- 2.2.2.3 To fly the Club Burgee in all proper places and circumstances.
- 2.2.2.4 To register a private signal with the Club Secretary.
- 2.2.2.5 To enter into all Club activities for which that member is otherwise qualified, in accordance with Club or House Rules, membership class or category limitations, or these Bylaws.
- 2.2.2.6 To use the Club's facilities and/or equipment, subject to any limitations imposed by Club regulations or federal, state or local laws.
- 2.2.2.7 To bring guests to the Club or Club activities, pursuant to established rules governing the activities and behavior of Club members and guests.
- 2.2.2.8 To claim status as a Founding member of the Club, providing the member's initiation fee was paid on or before June 17, 1988. Other than use of this title, Founding Members are not entitled to any right not otherwise available to Regular Members.
- 2.2.2.9 To avail themselves of the reciprocal privileges offered by other participating yacht clubs.
- 2.2.3 **JUNIOR MEMBERSHIP – ELIGIBILITY AND RIGHTS:**
- 2.2.3.1 Any person(s) in the 10 through 20 year age range whose parent, grandparent or legal guardian is a Regular member of the Club, in good standing, is eligible for Junior Membership status.
- 2.2.3.2 Any person(s) in the 10 through 20 year age range whose parent, grandparent or legal guardian does not hold Regular Member in the Club may apply for junior membership in the club for a period of one year. After the initial year, the Board of Directors may require submission for a written application for continuing Junior Member status, or the Board may elect to continue that membership automatically until the individual reaches 21 years of age or voluntarily terminates such membership.
- 2.2.3.3 Junior members who are eligible and apply for Regular Membership prior to their twenty first (21<sup>st</sup>) birthday, and who have maintained their Junior Membership in good standing for the two years immediately preceding submission of such application, shall be entitled to retain Junior Membership status pending completion of the application process and, if approved become Regular members without having to pay an initiation fee. All other Junior Members approved for Regular Membership shall pay fifty percent (50%) of the current Regular Member initiation fee.
- 2.2.3.4 Junior Members shall have all the rights and privileges accorded Regular Members, except the right to vote and/or become an Officer in other than a Junior Division of the Club.

**2.2.4 ASSOCIATE MEMBERSHIP – ELIGIBILITY, RIGHTS AND LIMITATIONS:**

- 2.2.4.1 Any person(s) 21 or more years of age demonstrating a sincere interest in participating in and/or promoting the activities of the Club may apply for a two-year, non-renewable term as an Associate Member in either the Family, Dual or Single Membership category.
- 2.2.4.2 Associate Members shall have the right to participate in and/or support all Club activities for which they are otherwise qualified in accordance with Club regulations, to use Club facilities in accordance with established rules and regulations, and to bring guests to such club activities as allowed by these Bylaws and other applicable guidelines.
- 2.2.4.3 Individual Associate Memberships shall not be continued beyond their initial two-year term. Associate Members are not eligible to serve as Club Officers, Chair Committees or Boards, to vote on Club business, to participate in reciprocal privileges with other yacht Clubs, or take advantage of Club discounts.

**2.2.5 HONORARY MEMBERSHIP – ELIGIBILITY AND RIGHTS:**

- 2.2.5.1 The Board of Directors may grant Honorary membership to any person(s) not otherwise a member of the Club. Such membership is intended as special recognition for individuals who have made extraordinary contributions to the Club or to the purposes for which the Club was formed. Honorary memberships are subject to periodic review and continuance by the Board of Directors.
- 2.2.5.2 Honorary members shall be entitled to all the rights and privileges accorded a Regular Member, except that they may not register a private signal, serve as Club Officers or Committee Chairpersons, vote on Club business, participate in reciprocal privileges with other yacht clubs, or take advantage of Club discounts.

**2.3 MEMBERSHIP CONVERSIONS:**

- 2.3.1 When a Regular Single member chooses to change his/her life status to include sharing a residence with another adult, that member shall have the option of continuing his/her existing membership or, with their partner, converting to a new Regular Family or Dual Membership. Such conversion shall require payment of a sum equal to the difference between the current initiation fees for Regular Family or Dual Membership and Regular Single Membership.
- 2.3.2 When two current Regular Single Members choose to change their status by sharing the same residence with each other, they shall have the option of continuing their existing membership or converting to a new Regular Family or Dual Membership. Neither option shall involve additional initiation fees.
- 2.3.3 In the event individuals included in an existing Regular Family or Dual Membership cease to qualify for that category of membership, the following optional membership arrangements shall be available to each of them within six (6) months of the cessation of their shared membership:
  - 2.3.3.1 Both affected members may convert to an individual Regular Single Membership. In this case, each such person shall pay a sum equal to one-half (1/2) the difference between the current initiation fee for their previous membership category and the fee for two (2) Regular Single Memberships.
  - 2.3.3.2 Either affected member, but not both, may convert to a Regular Single Membership without payment of additional initiation fees. In cases other than the death or total disablement of a partner, the partner not converting membership must waive, in writing, his/her right to exercise such conversion. Failure to convert or to initiate such conversion. Failure to convert or to initiate such waiver within six months shall free the remaining part to convert without payment of additional fees.

2.3.3.3 Both affected members may elect, in writing, to terminate membership in the Club, in this case, both such individuals may subsequently reapply for Club membership, in any class/category of membership for which they are then qualified.

**2.4 LIMITS ON NUMBER OF MEMBERS:**

2.4.1 The membership of the Club shall not exceed five hundred (500) memberships, excluding Junior Associate and Honorary Members, as well as those members who have been granted a special waiver of membership status. Members for whom a special waiver has been granted may resume Regular Membership status at any time, without regard to the limitations on maximum membership numbers.

2.4.2 The number of Junior and Honorary Members admitted to the Club at any one time shall be determined by the Board of Directors.

2.4.3 Associate Memberships in the Club shall not exceed twenty five percent (25%) of the number of current Regular Memberships, or such other percentage of current Regular Memberships as may subsequently be prescribed by the BOD.

2.4.4 Club membership for non-boat-owners shall not exceed thirty five percent (35%) of the of the number of current Regular Memberships, or such other percentage of current Regular Memberships as may subsequently be prescribed by the BOD. The BOD shall be the determining authority in deciding whether or not an applicant for membership qualifies for the 'boat owner' category.

**2.5 MEMBERSHIP APPLICATION/APPROVAL PROCESS:**

2.5.1 Candidates for membership in the Club must apply using the application form provided by the club. Each application must include the signatures of two voting members, in good standing, who have agreed to sponsor the applicant and who have, either through previous acquaintance or adequate interview determined the applicant(s) would make desirable Club members, Sponsors are responsible for insuring the completed application is delivered to the Club office for forwarding to the Membership Committee. The Board retains the right to change the number required sponsors.

2.5.2 The Membership Committee is responsible for calling all applications for membership to the attention of club members, through use of the Club's bulletin board, newsletter, or distribution of special notice(s). Such advisements shall include a cut-off date for receipt of Club members' comments regarding the suitability of an applicant for membership. Club members having reason to comment on an applicant shall address their remarks promptly, in writing, to a member of the Membership Committee.

2.5.3 Using the Club's membership eligibility requirements and any comments submitted by members as guidance, the Membership Committee shall make a recommendation to the BOD regarding approval of the applicant(s) for membership and, subsequently, advise the applicant(s) regarding the Board's decision.

2.5.4 The Board of Directors shall determine approval or denial of all applications for membership and its action shall be final. Application approval requires the unanimous vote of all Board members present at the meeting where the application is being considered, and no explanation of their action is required other than the furtherance of the best interests of the Club.

2.6. **ROUTING TERMINATION OF MEMBERSHIP:** A person's membership and all rights and privileges attendant thereto, shall automatically terminate upon occurrence of any of the following:

2.6.1 **VOLUNTARY RESIGNATION:** Upon the Club's receipt of the member's written notice of resignation.

2.6.2 **LIMITED DURATION MEMBERSHIPS:** Memberships which are limited to a specific period of time or a specific age shall automatically terminate when that milestone has been reached, unless otherwise extended in these Bylaws. Such individuals may apply

to continue as Club members in any class/category of membership for which they are eligible. All such membership continuations are contingent upon BOD approval.

- 2.6.3 **RESPONSIBILITIES BEYOND TERMINATION:** All rights and privileges of membership shall cease upon termination of membership, but such termination shall not relieve affected members of any obligation for indebtedness incurred, services or benefits actually rendered, or any other financial obligation to the Club and/or its members, arising from contract or otherwise. The Club shall retain the right to enforce any such obligation or to obtain damages for the member's breach of said obligations.
- 2.7 **SUSPENSION OR TERMINATION FOR CAUSE:** If deemed necessary, the Board of Directors may consider imposing sanctions, including termination of membership and all attendant rights and privileges, against any member who appears to be involved in any of the following occurrences:
- 2.7.1 **NONPAYMENT OF FEES, DUES OR OTHER CHARGES:** Any member, who fails to pay fees, dues or other indebtedness to the Club within the time frames specified in the 'Dues' section of these Bylaws may be subjected to suspension, expulsion or such other sanctions as the BOD may prescribe.
- 2.7.2 **MISCONDUCT:** A member may be suspended, expelled or otherwise sanctioned upon determination by the BOD that the member has failed, to a material and serious degree, to observe the Club's House Rules, Bylaws or other governing directives, or has engaged in conduct materially and seriously prejudicial to the best interests of the Club.
- 2.8 **PROCEDURES FOR SANCTIONS AGAINST MEMBERS:** After a determination has been made by the BOD that sanctions against a member should be considered, the following actions shall be taken:
- 2.8.1 The Club Secretary shall send a notice by first class or certified mail to the most recent address in Club records for that member, stating that sanctions against them are being contemplated and providing a brief summary of the reason(s) for the contemplated action. Such notice shall be sent not less than twenty five (25) days prior to the anticipated effective date of the sanctions and shall include the date, time and place of a hearing regarding those sanctions. Such hearing shall be scheduled not less than five (5) days prior to the sanctions' anticipated effective date.
- 2.8.2 The affected member shall be given an opportunity to present information and/or evidence on his/her behalf at the designated hearing. The hearing shall be conducted by a special Sanctions Committee, comprised of no less than three (3) members of the BOD appointed by the Commodore. The Commodore may appoint non-Board members to the committee, and should make all reasonable effort to do so if such action is requested by the affected member.
- 2.8.3 Following the hearing, the Sanctions Committee shall decide, by majority vote, the degree of sanction to which the affected member should be subjected, including no sanction at all. The Committee's decision shall be final.

### **ARTICLE 3 – CLUB DIRECTORS AND OTHER OFFICERS**

- 3.1 **PRINCIPAL DIRECTORIAL OFFICERS:** The business and affairs of the Club shall be managed by a group of nine (9) Directors who, collectively, shall be known as the Board of Directors (hereinafter alternately abbreviated as the 'BOD'). All aspects of Club governance shall be exercised by and/or under the auspices of this management team, and this authority shall be exercised in accordance with the provisions of the California Nonprofit Corporation Laws and the guidelines provided in these Bylaws relating to actions requiring approval by Club membership vote.

**3.2 COMPOSITION AND TITLES OF THE BOARD OF DIRECTORS:** The nine-member BOD shall be comprised of eight (8) individuals elected by the membership at Annual Meetings plus the most recently retired Club Commodore, who shall be known as the ‘Immediate Past Commodore’ or ‘Junior Staff Commodore’. Specific job positions and titles within the Board shall be further defined as follows:

- Commodore - the equivalent of corporate President
- Vice Commodore - the equivalent of corporate Vice President
- Rear Commodore - to assist the Commodore and Vice Commodore in the discharge of their duties and to officiate in their absence.
- Secretary - elected by the BOD members from within their own ranks
- Treasurer - the equivalent of a corporate Chief Financial Officer
- Three other Directors - serve without pre-designated titles, though special titles may be assigned.

Immediate Past Commodore- Incumbent – previous year’s elected Commodore  
The Commodore, Vice Commodore and Rear Commodore may alternately be referred to, collectively, as “The Bridge” and/or the Club’s “Flag Officers”, with such titling not connoting any authority not defined elsewhere in these Bylaws.

**3.3 OTHER CLUB OFFICERS:** In addition to those officers already identified, the BOD shall appoint, from within the Regular Membership ranks, a Fleet Captain/Sail, a Fleet Captain/Power, a Fleet Captain/Cruising and a Port Captain, all of whom also shall rank as Club Officers.

**3.4 RESPONSIBILITIES OF CLUB OFFICERS:**

**3.4.1 COMMODORE:** The Commodore shall generally supervise, direct and control the Club’s business, officers and membership, subject to the concurrence of the BOD and the will of the membership as regards those matters decided by proper membership vote. He/ she shall preside at all meetings of the members and the BOD, or shall insure another appropriate Club officer is designated to perform that function, shall be an ex-officio member of all Committees and Boards, and shall exercise such other powers and duties as may be prescribed by the BOD or by these Bylaws.

**3.4.2 VICE COMMODORE:** In the absence or disability of the Commodore, the Vice Commodore shall perform all the duties of the Commodore and, when so performing, shall be controlled by all of the powers and the limitations associated with the Commodore’s position. The Vice Commodore also shall have such other powers and restrictions, and perform such other duties, as the BOD may, from time to time prescribe.

**3.4.3 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 to officiate for them in their absence. He/she shall have such other responsibilities as the BOD may, from time to time, prescribe.

**3.4.4 SECRETARY:** The Secretary shall function as the Club’s principal scribe. With the exception of records of a purely financial nature, he/she shall be responsible for initiating, or causing to be initiated, all of the following Club correspondence, notices, records, membership rolls and other similar documents, in accordance with these Bylaws and/or the directions of the BOD. He/she shall also be responsible for the security and proper use of the Club’s Seal, and of such other Club equipment as the BOD may specify, and for such other duties as the BOD may prescribe. Unless otherwise directed by these Bylaws or the BOD, the principal Club office shall be the usual repository for the Club records. Specific records and artifacts to be kept, as caused to be kept, by the Secretary include:

**3.4.4.1 BOOK OF MINUTES:** A book of minutes of all Meetings of Members and the BOD. These minutes shall include the date, time and location of the meeting(s),

a record of the Notice calling the meeting (if any), the names of the Club Officers present, the number of voting members present, and the proceedings of the meeting, including any action(s) taken.

- 3.4.4.2 **MEMBERSHIP RECORDS:** A roll of the Club members, including an indication of the order of their seniority. As a minimum, such rolls shall consist of the member's name, address, phone number, and roll number. The BOD may, from time to time, prescribe the inclusion of other information these rolls.
- 3.4.4.3 **NOTICES, SEALS AND OTHER DUTIES:** The Secretary shall insure appropriate promulgation of Notices calling meetings in accordance with the guidelines defined elsewhere in these Bylaws. He/she also shall be responsible for the safe custody and proper use of the Club's Seal, and shall have such other powers and duties as prescribed elsewhere in these Bylaws or, from time to time, by the BOD.
- 3.4.5 **TREASURER:** The Treasurer shall be responsible for taking, or causing to be taken appropriate action in regards to the following Club business, for maintaining proper records thereof, and for such other tasks as the BOD may prescribe. Unless otherwise directed in these Bylaws or by the BOD, the Club's primary office shall be the usual repository for the Club's financial documentation.
- BOOK OF ACCOUNT:** The Treasurer shall attend to the keeping of adequate, accurate books and records of accounting for the properties and business transactions of the Club, including appropriate records regarding the Club's non-monetary assets. When requested, he/she shall render to the Commodore and/or BOD an account of all transactions as Treasurer and of the financial condition of the Club. The books of account shall be made available for inspection by any Club member in accordance with such reasonable opportunities.
- BUDGET AND FINANCIAL STATEMENTS:** The Treasurer shall cause an annual budget to be prepared and submitted to the BOD for approval. He/she shall present a written statement of the Club's financial condition at each Annual and Semi-Annual Meeting of Members and at such other times as the BOD shall direct.
- 3.4.5.3 **DEPOSIT AND DISBURSEMENT OF MONEY AND VALUABLES:** The Treasurer shall insure the proper deposit of all money and other valuables, in the name and to the credit of the Club, into such depositories as may be designated by the BOD. Additionally, the Treasurer shall insure that all Club funds are disbursed in accordance with such guidelines as may be prescribed by the BOD, including personally approving expenditures which are not part of the approved annual budget(s) or part of the routine office expenditures normally falling within the purview of the Club Manager.
- 3.4.5.1 **BOND:** If required by the BOD, the Treasurer shall give a bond, in the amount and with the surety or sureties specified by the BOD, for faithful performance of the duties of that office and for restoration to the Club of all monies, records, and property in the Treasurer's possession or control at the time of his/her retirement, resignation, removal from office or death.
- 3.4.6 **OTHER DIRECTORS:** Directors, other than those specified in the aforementioned titled positions within the BOD, shall be responsible for assisting all other BOD members and other Club Officers in the performance of their duties and for managing such other aspects of the Club's business as may be assigned to them by the Commodore or the BOD.
- 3.4.7 **FLEET CAPTAIN/SAIL:** The Fleet Captain/Sail shall be the Commodore's principal advisor and action officer regarding all evolutions for which planning and execution are the primary responsibility of the sailing fleet, and shall act as liaison between

members of that Fleet and the Commodore. He/she shall Chair a Committee comprised of representatives of various sail racing fleets and be responsible for overall planning and coordination of sail racing schedules and activities.

- 3.4.8 **FLEET CAPTAIN/POWER:** The Fleet Captain/Power shall be the Commodore's principal advisor and action officer regarding all evolutions for which planning and execution are the primary responsibility of the power fleet, and shall act as liaison between members of that Fleet and the Commodore. He/she shall Chair a Committee comprised of representatives of various power boating activities and be responsible for overall planning and coordination of power racing and support schedules and activities.
- 3.4.9 **FLEET CAPTAIN/CRUISING:** The Fleet Captain/Cruising shall be the Commodore's principal advisor and action officer regarding all evolutions for which planning and execution are the primary responsibility of cruising enthusiasts, and shall act as liaison between such members and the Commodore. He/she shall Chair a Committee comprised of Club members who evidence an interest in cruising activities and be responsible for overall planning and coordination of cruising and related boating schedules and activities.
- 3.4.10 **PORT CAPTAIN:** The Port Captain shall be the Commodore's principal advisor and Action officer for all matters relating to docks, slips, boat and gear handling and storage facilities. Additionally, he/she shall perform such other tasks as may be assigned by the BOD and act as liaison between Club members and the Commodore regarding these matters.
- 3.5 **NOMINATION OF DIRECTORS AND OFFICERS:** Each year the BOD shall appoint a special Nomination Board comprised of the three most recently retired Commodore's who are available to serve. This Board shall be responsible for preparing a proposed slate of officers to be considered for election to the BOD at the next Annual Meeting. Guidelines for preparing and presenting for this slate for shall be as follows:
  - 3.5.1 **NOMINATION COMMITTEE:** The Nomination Committee, comprised of the Nomination Board and the three most senior members of the current BOD available to serve, shall review the slate of officers proposed by the Nomination Board, make such adjustments or revisions as deemed necessary, and propose their approved slate to the BOD for approval and dissemination to the membership.
  - 3.5.2 **DETAILS AND POSTING OF THE SLATE:**
    - 3.5.2.1 The Nomination Committee shall be responsible for insuring proper dissemination of the approved slate to the membership by having it posted on the Club bulletin board not less than thirty (30) days, and having the slate mailed to each voting member in good standing not less than ten (10) days, prior to the Annual Meeting.
    - 3.5.2.2 The approved slate shall include one candidate each for Commodore and Vice Commodore, and one or more candidates for Rear Commodore, Treasurer, and for each of those Director positions which will become vacant in the coming year, in accordance with the Director position rotation hereinafter defined in these Bylaws.
    - 3.5.2.3 Any member in good standing, who is present at the Annual Meeting, may place names in nomination for any of the positions indicated on the slate, providing that such nominee is properly qualified, present at the meeting and previously indicated a willingness to accept that nomination.

### **3.6 ELECTION OF OFFICERS AND TERMS OF OFFICE:**

- 3.6.1 Successful candidates from the approved slate shall be elected in accordance with the rules for membership voting hereinafter defined in these Bylaws. Where multiple candidates are standing for election to a single officer position, the candidate receiving the greatest number of votes cast by eligible members who are either present at the Annual Meeting or properly represented by an official Absentee Ballot shall be elected, providing that number of votes represents at least a majority of the votes properly cast for that officer position at that meeting. All elected officers normally shall continue to hold office until their respective successors have been properly elected or appointed and installed. Should one or more of the elected officers be unable or unwilling to complete a term of office, such position shall be filled by an appointment made by the senior member of the BOD then in office and approved by the remainder of the BOD. Such appointed officers normally shall serve out the then remaining term of that office.
- 3.6.2 In the initial election of officers, at the inception of the Club, all officer positions were filled. In years subsequent to that initial election, the number of officers to be elected each year shall vary in accordance with the following:
- 3.6.2.1 The Commodore, Vice Commodore, Rear Commodore, and Treasurer shall be elected each year for and normally serve, a one year term
- 3.6.2.2 There normally shall be two Director positions filled at each Annual Meeting, with such electees usually serving for a period of two years.
- 3.6.2.3 Members may be elected and re-elected to Director and/or Treasurer positions without limitation on the number of terms they may serve, so long as they remain otherwise qualified for that elected position in accordance with these Bylaws. The natural progression, however, from Secretary, Treasurer or Director, to Rear Commodore, Vice Commodore, to Commodore is encouraged

## **ARTICLE 4 – CLUB MEETINGS**

- 4.1 **PLACE OF MEETINGS:** Subject to any limitations, amplification or interpretation delineated elsewhere in these Bylaws, all Club meetings shall be held at the principal office of the Club or at such alternate location within the State of California as the BOD properly may designate.
- 4.2 **MEETING QUORUMS AND ADJOURNMENT:**
- 4.2.1 **FOR MEETINGS OF MEMBERS:** Twenty (20) voting members shall constitute a quorum for the transaction of business at any Meeting of Members. A quorum need not be present to call a meeting to order, but the quorum must be established prior to any matter being put to a vote. Once a quorum has been established, voting members may continue to transact business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum present at the meeting, providing any action taken, other than adjournment, is approved by at least the number of votes required when a quorum is present.
- 4.2.2 **FOR MEETINGS OF OFFICERS:** A majority of the authorized number of Directors shall constitute a quorum of the BOD for the purpose of transacting their business. A quorum need not be present to call a meeting to order, but the quorum must be established prior to any matter being put to a vote. Once a quorum has been established, the BOD may continue to transact business until adjournment, notwithstanding withdrawal of enough Directors to leave less than a quorum present at the meeting, providing any business action taken, other than adjournment, is

approved by at least the number of votes required when a quorum is present, or such greater number of votes as may be required elsewhere in these Bylaws.

**4.2.3 ADJOURNMENT A MEETING:** A motion to adjourn any Club meeting may be carried by the affirmation a simple majority of those who are present and eligible to vote at that meeting, whether or not a quorum is, or has been, present.

**4.3 REGULAR MEETINGS OF MEMBERS:**

**4.3.1 ANNUAL MEETING:** The Annual Meeting of Members shall be held on the second Tuesday in October, of each year, unless the BOD stipulates an alternate date and causes proper notification of that change to be conveyed to the membership. The annual election of Club officers shall be conducted during this meeting.

**4.3.2 SEMIANNUAL MEETING:** The Semiannual Meeting of Members shall be held on the second Tuesday in May, each year, unless the BOD stipulates an alternate date and causes proper notification of the change to be conveyed to the membership.

**4.3.3 CALLED MEETINGS:** Other Regular Meetings of Members may be called by the BOD as deemed necessary. In such meetings, no business other than that specified in the Notice calling the meeting may be transacted if less than one fifth (1/5) of the voting members in good standing are present. If one fifth (1/5) or more of the voting members are present, any proper matter may be presented for action at that meeting.

**4.4 SPECIAL MEETINGS OF MEMBERS:** A special Meeting of Members may be initiated at time by action of a majority of the BOD, by the Commodore, or when supported by five percent (5%) or more of the current voting members in good standing. In such meetings, no business other than that specified in the Notice calling the meeting may be transacted.

**4.4.1 MEETING INITIATED BY OFFICERS:** A Special Meeting of Members may be initiated at any time by the Commodore or by action of a majority of the BOD simply by calling the meeting in accordance with the 'Notice of Meeting' provisions defined hereinafter by these Bylaws.

**4.4.2 MEETING INITIATED BY MEMBERS:**

**4.4.2.1** A Special Meeting of Members may be initiated by members, other than the BOD or the Commodore, by submitting a written request, specifying the general nature of the proposed business to be transacted and the time frame within which it is desired the meeting be held. Such request must be delivered personally, or by certified 1<sup>st</sup> class mail, to the Commodore, Vice Commodore, Rear Commodore or Club Secretary.

**4.4.2.2** The Officer receiving the request, or the petitioning members, shall cause prompt notice to be given to the Club's voting members in good standing, in accordance with the 'Notice of Meeting' provisions defined hereinafter by these Bylaws. The specified meeting date shall not be less than thirty five (35) days, nor more than ninety (90) days, following receipt of the meeting request by an appropriate officer.

**4.5 NOTICE OF CALLED MEETING OF MEMBERS:**

**4.5.1 NOTICE TIME REQUIREMENTS:** The limiting times regarding promulgation of a Notice of Meeting, relative to the proposed date of that meeting, shall be as follows:

**4.5.1.1** When the notice is promulgated to the members by personal delivery, or by 1<sup>st</sup> class mail, it shall be delivered not less than 10 days prior to the scheduled meeting date.

**4.5.1.2** When the notice is promulgated to the members by any other means, it shall be delivered not less than 20 days prior to the meeting date.

**4.5.1.3** Regardless of the manner of delivery, a notice shall not be delivered more than

90 days prior to the meeting date.

**4.5.2 NOTICE PROMULGATION PROCEDURES:** All meeting notices, other than those personally delivered, shall be sent to each voting member at his/her most recent address appearing in the records of the Club, unless an alternate address is specified by the member. If a mailing address for a member is not available from either source, proper notice shall be deemed to have been given if the Notice is published at least once in the Club newsletter or a newspaper of general circulation in the County where the office is located. All Notices shall be deemed to have been given at the time it was personally delivered, deposited in the mail, or published in printed media.

**4.5.3 NOTICE CONTENT FOR SPECIAL MEETING:** The Notice calling a Special Meeting of Members shall specify the date, place and time of the meeting and shall state clearly the nature of the business intended to be transacted at that meeting.

**4.6 VOTING AND PROCEDURES FOR MEETING OF MEMBERS:**

**4.6.1 VOTING ELIGIBILITY:** A member must be in good standing as of the date of the meeting in order to vote at any meeting.

**4.6.2 VOTE REQUIRED FOR ACTION:** If a quorum is present when a duly held meeting is called to order, the vote required for action is the affirmation of the majority of the eligible members present at the time the vote is taken, so long as that action is approved by at least the number of votes required when a quorum is present, unless a greater number of approving votes is stipulated elsewhere in these Bylaws or by California Nonprofit Mutual Benefit Corporation Law.

**4.6.3 NO ACTION WITHOUT A MEETING:** Unless otherwise authorized in these Bylaws, no action which requires a Regular or Special Meeting of Members may be taken without proper prior notice and the convening of a meeting.

**4.6.4 PROXIES AND ABSENTEE BALLOTS:** Members entitled to vote shall not be permitted to vote, or to perform any other official Club business, by proxy. Members may, however, choose to vote by use of an Absentee Ballot, which may be requested from the Club office five (5) or more days after the Notice of Meeting, or the proposed slate of elected officials, has been promulgated. Such Absentee Ballots must be returned to the Club office, or be conveyed by the member's representative to a Club Officer, not later than the call for a vote at that meeting.

**4.6.5 PRESIDING OFFICER:** The Commodore, Vice Commodore, Rear Commodore, or such other person as the BOD may designate, in that order and as available at the meeting, shall be Chairperson of and preside over the meeting.

**4.6.6 SECRETARY OF MEETING:** The Club Secretary normally shall act as the Secretary for all Meetings of Members. In the Secretary's absence, the Chairperson of the meeting shall appoint another person to complete the secretarial tasks.

**4.6.7 RULES OF ORDER:** The founding members who framed these Bylaws sincerely intended that the orderly conduct of Club business could, and would, be adequately governed by the guidelines in these Bylaws, the Club's Articles of Incorporation and the basic rules of law. It was, and is, intended that members bound together by a strong common purpose and mutual good, when exercising reasonable, constructive thinking and courteous consideration for others, would be able to accomplish the tasks at hand without need to refer to other sources of guidance for orderly conduct. Interpretation of these guidelines shall rest primarily with the BOD, whose assessment, in the absence of other directives or guidelines, shall be final. When the process of considering Club business becomes rigorously deliberative in character, the current edition of Robert's Rules of Order may be used to augment the aforementioned Club guidelines in resolving purely parliamentary details of conducting Club business.

#### **4.7 MEETINGS OF OFFICERS:**

**4.7.1 REGULAR BOARD MEETINGS:** To be held monthly, at such time and place as may be designated by the BOD or the Commodore, Such meetings normally shall be held without issuance of a Notice calling the meeting and shall be conducted as open meetings unless the presiding Officer finds it necessary to close a portion of the meeting because of the proprietary nature of the business to be conducted.

**4.7.2 SPECIAL BOARD MEETINGS:** Special meetings of the BOD may be called by the Commodore, Vice Commodore, Rear Commodore or any two (2) Directors. The date of such meeting shall not be earlier than four (4) working days after the notice of call is posted in 1<sup>st</sup> class mail, nor earlier than forty eight (48) hours after such notice is delivered in person or by phone. It is not necessary to specify the purpose of the meeting in the notice of call.

**4.7.3 ACTION WITHOUT MEETINGS:** Any action required or permitted to be taken by the BOD may be taken without convening a meeting if all reasonably available Board members unanimously consent to act by telephone or through other media. Such meetings shall be governed by the following guidelines:

4.7.3.1 A quorum vote shall be required to affirm what ever action prompted the non-physical meeting. A written record of the meeting shall be prepared, to include, as a minimum, the names, manner of contacting and consent of available BOD members, the date and time frame(s) of the meeting, and the names and vote of all BOD members who actually participate in the meeting. This written record shall be filed with the official documents of the BOD's proceedings.

4.7.3.2 Action taken by the BOD in this manner shall have the same force and effect as if that same action had been approved by a quorum vote at a regular or called meeting of the BOD

**4.7.4 VOTE REQUIRED FOR ACTION:** If a quorum is present at a duly held meeting of the BOD, every act or decision affirmed by a majority of the Directors participating in the meeting shall constitute an act of the Board, unless a greater number of votes is required elsewhere in these Bylaws or by law.

### **ARTICLE 5 – FINANCIAL MANAGEMENT**

**5.1 INITIATION FEES:** Acceptance into Club membership shall be contingent upon the prompt payment of appropriate initiation fees as established in the following guidelines:

**5.1.1 REGULAR MEMBERSHIP:** The BOD shall set the level of initiation fee to be paid by Regular Membership applicants in the Family, Dual and Single categories. When considered in the best interests of the Club, the BOD may temporarily reduce or suspend such initiation fees in conjunction with periodic special membership enticement programs.

**5.1.2 ASSOCIATE MEMBERSHIP:** The BOD shall set the initiation fee for Associate Membership at not less than one-third (1/3) of the current initiation fee for Regular Membership in the same category. In the event an Associate Member becomes a Regular Member, initiation fees paid for Associate Membership may be applied towards payment of the Regular Membership fees.

**5.1.3 JUNIOR AND HONORARY MEMBERSHIPS:** There shall be no initiation fees for Junior Membership or Honorary Membership in the Club.

**5.2 DUES:** All Club members, other than Honorary, shall pay periodic dues and other approved sums as a function of maintaining their status as 'members in good standing'. The BOD shall establish appropriate monthly dues and other approved sums for the various classes/categories of membership and shall stipulate the purpose for which

such payments, and issue such notices as may be necessary to insure member awareness of such requirements.

**5.2.1 ASSOCIATE MEMBERS' MINIMUM DUES:** The dues and other sums for Associate Membership shall be established at not less than that paid by Regular Members in the same category of membership, and Associate Member's first and last month's dues shall be paid in advance.

**5.2.2 PAYMENT DATES:** Members' dues, slip rents, ground and space rent, and other fixed recurring charges shall be payable on inception and subsequently, on the first day of the month for which they are charged. If a member chooses to do so, all such payments may be made in advance in accordance with current BOD directives. All other indebtedness to the Club shall be payable on the first day of the month following the month in which the indebtedness was incurred.

**5.2.3. LATE PAYMENTS AND SANCTIONS:** All members are subject to having additional fees imposed for failure to pay proper indebtedness in a timely manner, in accordance with guidelines established by the BOD. In the event of protracted failure to pay, a member may be subject to suspension from the Club for not paying indebtedness within sixty (60) days of the due date, and to expulsion from the Club for indebtedness remaining unpaid for one hundred twenty (120) or more days.

**5.2.4 EFFECTS IF EXPULSION ON DUES:** Any member expelled from the Club shall be eligible for a prorated refund of dues paid in advance, unless their membership termination is based on indebtedness to the Club. Such proration shall return only that portion of pre-paid dues which the BOD considers to have been unused.

**5.3 WAIVER OF DUES:** Any Regular or Junior Club members in good standing may, at the discretion of the BOD, be granted a special waiver of dues under certain circumstances. Granting such waivers shall be contingent upon the member submitting a written application to the BOD, satisfying the qualifying conditions for the requested form of waiver, and the BOD's consideration of anticipated reduced use of Club facilities. Waivers shall be limited to a maximum of one (1) year's duration and members desiring to extend an existing waiver shall re-submit a written application on an annual basis. In the event members whose dues are under waiver cease to satisfy the requirements for that waiver, their dues shall revert to the current amount for their class/category or membership. Dues shall be prorated for the month the waiver ceases, and any amounts paid in advance which exceed the amount due upon waiver termination will be applied towards current dues until exhausted. There shall be no cash refunds of dues paid in advance except as specified elsewhere in these Bylaws.

**5.3.1 NATIONAL EMERGENCY WAIVER:** During a war or other state of national emergency, the BOD may authorize the reduction or elimination of dues for any member serving on active duty in the armed forces of the United States of America. Dues thus altered shall be reinstated to current levels by the BOD within six (6) months of the cessation of the state of emergency.

**5.3.2 NON-RESIDENT WAIVER:** Members may apply to the BOD for a Non-Resident waiver of dues. Unless a special variance is granted by the BOD, eligibility for this waiver depends upon the member satisfying all of the following conditions:

5.3.2.1 Make a change of residence to a location more than four hundred (400) statute miles from the Club for a period expected to exceed six (6) months.

5.3.2.2 Agree to pay dues equal to one half (1/2) the current rate for his/her class/category of membership and to pay such dues in advance on a quarterly or longer basis.

**5.3.3 CRUISING WAIVER:** Members may apply to the BOD for a Cruising waiver of dues. Unless special variance is granted by the BOD, eligibility for this waiver

depends upon the member satisfying all of the following conditions:

5.3.3.1 Reside more than fifty (50) statute miles from the Club for a period expected to exceed ninety (90) days.

5.3.3.2 Remove their boat from the area such that it usually is not moored within fifty (50) statute miles of the club during that period of time.

5.3.3.3 Agree to pay dues equal to one-half (1/2) the current rate for his/her class/category of membership and to pay such dues in advance on a quarterly or longer basis.

5.3.4 **SCHOLAR'S WAIVER:** A Junior member not less than seventeen (17) years of age may apply for a Scholar's waiver if he/she is enrolled in a recognized institution of learning on a full time basis for a full school year. Upon approval by the BOD, such member shall agree to pay dues equal to one-quarter (1/4) of the current rate which they otherwise would be required to pay. Such dues shall be paid in advance on a quarterly or greater basis.

## ARTICLE 6 – COMMITTEES AND BOARDS

6.1 **COMMITTEE/BOARD TYPES:** The BOD is empowered to establish Committees and Boards to carry out the functions and activities of the Club. There shall be two different types of Committees and Boards, as hereinafter prescribed, with the members of each, including one designated as Chairperson, being appointed by the Commodore, or his/her properly designated representative. All such appointments are subject to the approval of the BOD, and all such Committees and Boards shall act only in an advisory capacity to the BOD.

6.1.1 **STANDING COMMITTEES AND BOARDS:** These shall be of a permanent nature and are intended to function on a continuing basis, as the nature of their business may require. Such Committees and Boards normally will be established and defined in these Bylaws, or in such other Club directives as the BOD may choose.

6.1.1.1 **MEMBERSHIP COMMITTEE:** The Membership Committee shall be comprised of three (3) or more voting members in good standing, including at least one (1) from the BOD. The primary business of this committee will be to oversee and coordinate the Club membership application process and such other membership related tasks as the BOD may direct.

6.1.1.2 **LONG RANGE PLANNING COMMITTEE:** The Long Range Planning Committee shall be comprised of not less than five (5) members in good standing, at least two of whom shall be a Past Commodore of the Club. The primary business of this committee will be to develop and/or examine plans, programs and activities which appear to hold promising potential for benefiting the long-range stability, growth and/or general well being of the Club. In doing so, this committee also shall work closely with the Finance Committee in matters relating to capital expenditures for construction, modification, improvement and/or maintenance of buildings and other real property belonging to, or regularly used by, the Club. The Long Range Planning Committee shall recommend to the BOD those actions which are considered most likely to result in overall enhancement of the Club's future.

6.1.1.3 **FINANCE COMMITTEE:** The Finance Committee shall be comprised of not less than three (3) members in good standing, one of whom shall be the Club Treasurer. The primary business of this committee shall be to consider all aspects of the Club's Financial management, including, but not limited to, review and audit of all categories of Club income and expenses, consideration of plans for income enhancement and/or cost avoidance, and preparation of an annual budget. The Finance Committee shall

make such financial recommendations as it deems appropriate to the BOD. The Treasurer, acting on behalf of the Finance Committee, shall submit the Club's annual budget to the BOD in accordance with the time table prescribed by the BOD.

**6.1.2 AD HOC COMMITTEES AND BOARDS:** Ad hoc Committees and Boards shall be established to meet infrequent or non-recurring Club requirements, and normally will be dissolved upon conclusion of their assigned task(s). Generally speaking, ad hoc committees and boards ought be named and appointed as needed to meet specific Club business requirements which may exceed the BOD's available time and/or manpower. Some of these ad hoc situations are so predictably repetitive in nature as to warrant those Committees or Boards being defined in these Bylaws, though the members normally would be dismissed and re-appointed with each occurrence of that ad hoc event. It may develop, in the natural course of Club business, that an ad hoc committee or board will become a candidate for converting to a Standing Committee or Board, in which case it should be properly reflected in an amendment to these Bylaws.

**6.1.2.1 NOMINATION BOARD:** A board annually staffed by the appointment of the Club's three most recently retired Past Commodores, who are available to serve. This board is responsible each year for preparing a proposed slate of elected Club officers for consideration by the Nomination Committee, as the first step in replacing those elected officials whose term of office will end following the next election cycle.

**6.1.2.2 NOMINATION COMMITTEE:** A committee annually staffed by the appointment of the members of the current Nomination Board and the three most senior members of the BOD, who are available to serve. This committee shall review the slate proposed by the Nomination Board, make such adjustments or revisions as deemed necessary, and submit the final slate to the BOD for approval and dissemination to the membership.

**6.1.2.3 SANCTIONS COMMITTEE:** A committee appointed by the Commodore to handle situations in which a member's conduct or lack of adherence to Club regulations is so serious as to prompt consideration of official sanctions against that individual, including, but not limited to, suspension or expulsion from the Club.

## **ARTICLE 7 – CORPORATE RECORDS, REVIEW AND SEAL**

**7.1 RECORDS:** The Club shall keep adequate and accurate records of account and/or minutes of all meetings of the Members and the BOD. The Club also shall keep a record of its members, including, but not limited to, names, address, and membership class/ category and number. Minutes of meetings shall be kept in written form, and other books and records kept either in written form or in another form which easily can be transformed into written form.

**7.2 PERIODIC REVIEW AND AUDIT:** The BOD shall make such arrangements as are necessary to secure the service of accountants and to make available to them the Club's statements, books and records for review. These accounts shall have access to the books and records of the Secretary and Treasurer at all reasonable times throughout the fiscal year. As a minimum the BOD shall obtain from the accountants an appropriate accountants' evaluation of and verification of the Treasurer's annual statements.

**7.3 CORPORATE SEAL:** The Club's corporate seal shall include the "Chula Vista Yacht Club, Chula Vista, California" in its design and shall be used only for such official purposes as the BOD may direct. The Club Secretary shall be responsible for insuring the safe custody and appropriate use of the seal.

## **ARTICLE 8 - CLUB BURGEE**

The signal flag currently in use by the Club is historically significant, in that it is believed to be a replica of the flag adopted by the original CVYC. It shall be a pointed burgee of royal blue color, constructed so as to have a hoist-to-fly length ratio of 2 to 3.

Superimposed upon the blue field shall be a bright golden-yellow circle with outer diameter approximately equal to two-fifths ( $2/5$ ) the hoist length, with the circle centered vertically on an imaginary line from hoist mid-point to fly tip and horizontally centered approximately two-fifths ( $2/5$ ) the hoist length from the edge of the hoist. This circle shall be surrounded by a narrow white border, the width of which shall be slightly less than one-tenth ( $1/10$ ) the circle diameter.

As an example: The standard twelve inch (12") by eighteen inch (18") burgee has a golden-yellow circle approximately 4.75" in diameter, horizontally centered approximately 5" from the edge of the hoist. This circle is surrounded by a white border approximately three eighths of an inch ( $3/8$ ") in width, giving the entire appliqué an overall outside diameter of 5.5".

## **ARTICLE 9 – INDEMNITY AND INSURANCE**

**9.1 RIGHT OF INDEMNITY:** To the fullest extent permitted by law and its own resources, this Club shall indemnify its Officers and other persons described in Section 7237 (a), or subsequent modifications thereof, of the California Corporations Code. This protection shall extend to include persons formerly occupying such position and shall indemnify them against all expenses, judgments, fines, settlements and other such amounts actually and reasonably incurred by them in performance of their Club duties regarding any "proceeding", as that term is defined in the California Corporations Code, including any action or omission by or in the right of, the corporation because that individual is, or was, functioning as a person defined in said California Code. "Expenses" as used in this section of these Bylaws shall have the same meaning as expressed for that term in the California Corporations Code.

**9.2 INSURANCE:** The BOD shall have the right to purchase insurance for the Club, to the fullest extent permitted by law, on behalf of its Officers, employees and other BOD approved agents. This protection is intended to cover any liability asserted against, or incurred by, any such individuals in their capacity of, or arising out their appropriate activity as, duly appointed agents of the Club.

## **ARTICLE 10 – PROPERTY RIGHTS**

**10.1 CAPITAL STOCK:** The Club shall have no capital stock

**10.2 OWNERSHIP:** No member shall have any ownership right, title or interest in, or to, any property or assets which the Club may have or hereafter acquire. This section of the Bylaws is not intended to preclude the return of durable items donated to the Club, for extended use and/or custody, to those who donated, or have inherited the rights of ownership from those who donated, these items, should such return be requested in writing.

**10.3 DISSOLUTION:** Upon dissolution, the assets of the Club will be distributed according to the laws of the State of California. Other than noted above, no Club assets are to be distributed to Club members.

## ARTICLE 11 – AMENDING THE BYLAWS

**11.1 PROPOSING AMENDMENTS:** Any voting member in good standing may submit a proposed amendment to the BOD. Such proposals must have the support of at least two (2) members of the BOD in order to qualify for further consideration.

**11.2 REVIEW OF AMENDMENT PROPOSALS:** Proposed amendments which are considered qualified for further consideration shall be reviewed by the BOD for appropriateness of concept and for financial and legal considerations. The BOD will work with the proposal originator(s) to resolve any modifications of wording the BOD may feel are required.

**11.3 AMENDMENT PRESENTATION TO MEMBERSHIP:** Proposed amendments normally will be voted upon at a Regular Meeting of Members. For this reason, proposals normally must be received by the BOD not less than ninety (90) days prior to the date of the next Regular Meeting, to allow for needed review, possible modification, and proper posting. Completed proposals must be conspicuously posted at the Club, for the information of Club members, not less than thirty (30) days prior to the scheduled or called meeting at which they are to be considered for approval, and also shall be cited in the notice calling the meeting.

**11.4 AMENDMENT APPROVAL:** Adoption of a proposed amendment requires the affirmative vote of not less than two-thirds (2/3) of the voting members in good standing who are present at the meeting, or who are properly represented by absentee ballot, providing that the quorum requirements for such a meeting have been satisfied.