



## BY-LAWS

### ARTICLE ONE: CORPORATION

**SECTION 1:** The name of the Corporation shall be SEAFAIR BOAT CLUB, incorporated under the provisions of the State of Washington Nonprofit Corporation Act (RCW 24.03).

**SECTION 2:** The duration of the Corporation shall be perpetual.

**SECTION 3:** The primary purpose and goal of the Corporation shall be to support Seafair activities in mutual cooperation with Seafair, Inc., for community service, stability and mutual gain of both organizations.

**SECTION 4:** The registered office of the Corporation is:

SEAFAIR BOAT CLUB  
c/o Seafair  
2200 6th Ave, Suite 400  
Seattle, WA 98121.

**SECTION 5:** The Corporation does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes, and no part of the revenue or assets thereof shall inure to the benefit of any member or other individual, other than such distributions as approved by the Board, consistent with the goals of the organization.

### ARTICLE TWO: OFFICERS AND DUTIES

**SECTION 1:** The officers of the Corporation shall be the Commodore, Vice-Commodore, Rear-Commodore, immediate Past Commodore, Treasurer, Secretary (collectively, the "Flag Officers") and nine at-large (9) Directors, all of whom shall be voting members and shall be elected as herein otherwise provided (the Flag Officers and at-large Directors collectively, the "Board"). In case of the permanent vacancy of any Flag Officer, prior to normal completion of their term, the regular succession of command delineated in Article 5, Section 1 shall immediately commence, unless the vacancy occurs prior to April 1, in which case, a special election shall be called. Any interim replacements necessary shall be appointed by the Commodore and subject to approval by the Board. In case of the permanent vacancy of any Board Member, prior to normal completion of their term, the candidate who received the next highest number of votes in the last election shall be submitted to the Board for confirmation to fill the unexpired term. If no such candidate is available, the Commodore shall nominate a candidate subject to approval by the Board for confirmation to fill the unexpired term.

**SECTION 2:** The Commodore shall preside at all SEAFAIR BOAT CLUB business meetings and enforce all By-Laws and regulations relating to the administration of the SEAFAIR BOAT CLUB; shall appoint all SEAFAIR BOAT CLUB standing chairpersons prior to the November Board meeting for introduction at the general membership meeting in February/March; shall present at the Annual Meeting the projected budget for the coming year, as approved by the Board at the November meeting; shall chair meetings of the Board or membership as covered in Article 4; shall be

responsible for ensuring compliance with Article 6, Section 5; shall negotiate SEAFAIR BOAT CLUB contracts as directed by the Board; shall be an ex-officio member of the SEAFAIR BOAT CLUB standing committees; and shall perform any other function/duty as directed by the Board.

**SECTION 3:** The Vice-Commodore shall perform all functions of the Commodore, in the absence or at the request of the Commodore; shall be chairperson of the nominating committee; shall be an ex-officio member of the finance and long range planning committees; and shall perform any other function/duty as directed by the Board.

**SECTION 4:** The Rear-Commodore shall perform all functions of the Commodore or Vice-Commodore in their absence or at their request.

**SECTION 5:** The Treasurer shall have charge of all SEAFAIR BOAT CLUB funds and assets; shall place funds in a bank approved by the Board; shall present a written financial report at each Board meeting; and shall present all bills not approved in the budget to the Board for approval of payment. Fund withdrawals shall be with the approval of the Board and upon signature of the Treasurer, along with either the Commodore, Vice-Commodore, Rear-Commodore or Secretary. The Treasurer shall serve as a member of the finance committee; shall work with the finance committee chairperson to prepare a yearly accounting to be presented to the membership at the Annual meeting; shall issue receipts for all incoming cash monies; shall close the books prior to October 31<sup>st</sup>; and shall submit reports to the internal audit committee. A full internal audit report will be made available to the General Membership by the February/March meeting.

**SECTION 6:** The Secretary shall maintain a file of all official correspondence, contracts and keep a true record of all meetings; shall send meeting minutes to Flag Officers, Directors and committee chairpersons in a timely fashion, and shall endeavor to provide such minutes at least twenty-four hours prior to the next meeting.

### **ARTICLE THREE: NOMINATING COMMITTEE**

**SECTION 1:** The Nominating Committee shall consists of five (5) members; the Vice-Commodore shall be the Chairperson, along with the three (3) second year Directors and one (1) member at large, selected by the Commodore. If one or more of the second-year Directors are unable to serve in this role, the Commodore shall select alternate Director(s) to serve on the Nominating Committee.

No member of the nominating committee may run for election.

Nominees and their qualifications shall be presented at the September Board meeting for approval.

Nominees shall be active members in good standing whose eligibility and availability for election has been confirmed.

**SECTION 2:** The following shall be mailed to all active members at least two (2) weeks prior to the Annual Meeting:

1. A sample ballot containing the names of all nominees and the associated office with a space for a write-in candidate for each office.
2. Qualifications as provided by each nominee.

### **ARTICLE FOUR: MEETINGS**

**SECTION 1:** The Standing Rules and Procedures as set forth in the attached addendum to these By-Laws shall govern all meetings of the SEAFAIR BOAT CLUB. Any matter not covered by these rules shall be governed by the Rules of Parliamentary Procedure known as "Robert's Rules of Order".

**SECTION 2:** Meetings of the Board shall be held monthly, from September through July. These meetings are open to the General Membership. An August meeting may be called if the Flag Officers deem necessary, with consent of a quorum of the Board.

**SECTION 3:** Special Board Meetings: The Commodore may call a special meeting by sending written and/or electronic notification to all SEAFAIR BOAT CLUB Board members, which shall state the time, date, place and the purpose of said meeting. A minimum of three (3) days shall be provided for notification to the Board. No other business shall be discussed, and no proxies shall be accepted, at such special meetings.

**SECTION 4:** The Annual Meeting of the Membership shall be held in the month of October each year.

**SECTION 5:** The General Membership Meeting shall be held in February/March each year.

**SECTION 6:** Special Membership Meetings may be called from time to time at the discretion of the Commodore or when requested to do so by a quorum of the Board. A minimum of fourteen (14) days shall be provided for written and/or electronic notification to the Membership, which shall state the time, date, place and the purpose of said meeting. No other business shall be discussed, and no proxies shall be accepted, at such special meetings.

**SECTION 7:** At Annual or General Membership Meetings, attendance in person or by proxy of active members representing fifteen (15) percent of the voting rights of the General Membership shall constitute a quorum.

**SECTION 8:** Board Meetings: Attendance in person or by proxy of ten (10) members of the Board shall constitute a quorum. The Commodore shall vote only in case of a tie.

**SECTION 9:** Proxy Participation:

1. General Membership: Active Members unable to attend in person at the Annual Meeting or General Meeting may participate by granting another member their proxy by executing a SEAFAIR BOAT CLUB proxy form.

2. Board of Directors: Board members unable to attend meetings of the Board in person may participate by designating another member of the Board as their proxy to act in their absence.

**SECTION 10:** Proxy Procedures. Proxy requests and acceptance must be executed in writing by the absent member, accepted by the proxy holder, and delivered to the Secretary, in person or via e-mail, prior to the meeting being called to order. No Member of the Board shall carry more than one (1) proxy.

**SECTION 11:** Any active member who is unable to attend the Annual or General Membership Meeting may utilize the sample ballot referred to in ARTICLE 3, Section 2, as an absentee ballot. The unsigned ballot shall be sealed, with the member's name printed and signed on the front of the envelope, marked "Ballot" and delivered to the Secretary prior to commencement of the Annual or General Membership Meeting.

**SECTION 12:** Any member who makes a reservation for any function and does not cancel at least forty-eight (48) hours in advance will be billed for that function by the Treasurer. A member's check serves as confirmation of the reservation.

## **ARTICLE FIVE: TERMS OF OFFICE**

**SECTION 1:** The term of Commodore, Vice-Commodore, and Rear-Commodore shall be for one (1) year. There will be a succession of commands as follows:

- a. Vice-Commodore to Commodore;
- b. Rear-Commodore to Vice-Commodore;
- c. Rear-Commodore shall be elected by the membership.

**SECTION 2:** The term of the Treasurer and Secretary shall be for two (2) years and elected by the membership, their terms to expire in alternate years.

**SECTION 3:** Three (3) Directors shall be elected each year for a term of three (3) years. The immediate Past Commodore shall become a member of the Board for one (1) year.

**SECTION 4:** Any member of the Board having three (3) absences (in person or by proxy) from any regular Board meeting in one term year may be removed from office at the discretion of the Board.

## **ARTICLE SIX: MEMBERSHIP AND DUES**

**SECTION 1:** Active Member: Any person eighteen (18) years or older may be elected to full membership and shall receive voting rights upon payment of the initiation fee, one (1) year's dues and approval of the Board .

**SECTION 2:** Honorary Member: Any person who has rendered outstanding service to and for the SEAFAIR BOAT CLUB shall be eligible for Honorary Membership when approved by the Board with no Board member voting "nay." Honorary Members shall not be required to pay annual dues; Honorary Members electing not to pay annual dues do not have voting privileges. Any person previously awarded Life Member status shall henceforth be deemed an Honorary Member.

**SECTION 3:** Junior Member: Any person under eighteen (18) years of age maybe elected to full membership and participation, with no voting privileges, upon payment of annual dues, with consent from a parent or guardian and approval of the Board.

**SECTION 4:** Proposed changes in annual dues shall be set by the Board and presented to the General Membership for their approval. Dues will be payable on the first day of November and delinquent on the first day of March of the following year. Any extension of this date must be approved by the Board.

**SECTION 5:** All Committee Chairpersons and Vice-Chairpersons under the directorship of the SEAFAIR BOAT CLUB shall be members of the SEAFAIR BOAT CLUB. Any exceptions must be approved by the Board.

## **ARTICLE SEVEN: SUSPENSION AND EXPULSION**

**SECTION 1:** Any member whose conduct shall be decided by the Board to have been contrary to the best interest of the Seafair Boat Club may be suspended from participation in all activities. The Board may, by two-thirds vote, suspend or expel any Officer or Member, provided that in either case a copy of the charges are sent by registered mail to the accused no later than ten (10) days prior to the meeting, at which time action on the charges is to be taken. The accused shall be given full opportunity to appear at the meeting in their own defense. The decision of the Board may be reversed by a two-thirds vote of the active members at the Annual meeting.

## **ARTICLE EIGHT: LEGAL COUNSEL**

**SECTION 1:** The Board shall select legal counsel, who shall be an active or inactive member of the Washington State Bar Association and who will be known as the Judge Advocate. The Judge Advocate shall provide guidance to the Board on contracts, liabilities, insurance or any other legal matters. The Judge Advocate or designee shall act as registered Agent of the Corporation.

## **ARTICLE NINE: AMENDING THE BY-LAWS**

**SECTION 1:** Any proposed amendment or repeal of any By-Law shall be approved by the Board

**SECTION 2:** At least two (2) weeks prior to the Annual or General Meeting, all active members will be mailed or emailed a copy of any recommended amendments to the By-Laws.

**SECTION 3:** The amendment or repeal shall take effect upon a simple majority vote of all ballots cast by the members.

## **ARTICLE TEN: FRANCHISE**

**SECTION 1:** The use of the Logo, Name or Burgee of the SEAFAIR BOAT CLUB for monetary gain must have the approval of the Board.

**ARTICLE ELEVEN: INSURANCE/BONDING**

**SECTION 1:** Property insurance: Replacement value insurance shall be maintained on all SEAFAIR BOAT CLUB assets of value, as determined by the Board.

**ARTICLE TWELVE: COMMODORE FUND**

**SECTION 1:** A Commodore's fund may be established by the Board.

**ARTICLE THIRTEEN: AUDIT COMMITTEE**

**SECTION 1:** The Commodore shall appoint an internal audit committee that shall consist of the upcoming year's Commodore and two (2) members at large. Internal audits should be completed prior to December 1st.

## STANDING RULES AND PROCEDURES

1. The Seafair Boat Club is a non-profit corporation recognized by the State of Washington on September 16, 1975. The corporation account number is 22499123. The UBI number is 601182 475. The corporation annual renewal must be submitted to the Secretary of State by September 15 of each year. The responsibility for ensuring renewal of the corporation shall be the responsibility of the Seafair Boat Club Secretary.
2. The Seafair Boat Club is registered with the Internal Revenue Service as a 501 (C) (4) corporation and is exempt from federal income tax as of July 13, 1984. The employer I.D. number is 91-1241940.
3. Meetings
  - A. Monthly Board of Directors meetings are held on the second Monday at 6:00 p.m. at the Best Western Executive Inn.
  8. The Annual Membership Meeting (Election) shall be held in October. The general membership meeting shall be held in February/March. The dates are to be determined by the Board.
4. Two copies of all legal documents shall be kept in two separate locations by the Commodore and the Secretary.
5. Annual Dues Structure:
  - Active: \$30.00
  - Active (Out of State): \$20.00
  - Junior (Under 18): \$10.00
6. The club maintains a checking account at Bank of America. Club checks must have two signatures. The commodore, vice commodore, rear commodore, and the treasurer shall be authorized to sign checks on this account. The treasurer is responsible for ensuring that signature cards are kept current.
7. The commodore or their delegated representative is the only person authorized to make commitments for the Seafair Boat Club.
8. The commodore or their designated representative is responsible for all dealings with Seafair. The commodore or designated representative is responsible to ensure that a valid commission agreement is in effect with Seafair Inc. and valid contracts are negotiated with any other suppliers into which SBC may wish to enter. The commission agreement and an prior to being signed and signed by an SBC officer.
9. Operating Budget
  - A. Each year the finance committee shall prepare and the board approve an operating budget for the fiscal year. Any expenditures necessary prior to the approval of the budget must be approved by the board. Once approved, budgeted expenditures do not need board approval for payment. The budget is to carry the phrase "Subject to Reallocation." prior by the board of directors.
  - B. Procedure: Receipts for expenditures shall be presented to the designated committee chair or Commodore for submission to the Treasurer for payment. The designated committee chair and/or Commodore shall ensure expenditure amounts do not exceed the approved budget line item. Over budget amounts must be approved per section (A) of this standing rule.
10. The formation and the task of the nominating committee shall be as set forth in article three, section 1 of the by-laws of Seafair Boat Club. The nominating committee shall be appointed no later than the May board meeting due to time conflicts during the months when the nominating committee is to be doing their work. The nominating committee shall not be allowed to nominate any member of the nominating committee to the slate of officers. No person shall be nominated for more than one office. A current office holder may run for another office but must resign the currently held office upon being elected to the new office.

### NOMINATING COMMITTEE GUIDELINES

All active members of the club should be considered for nomination to the slate of officers. It is the responsibility of the chairman of the nominating committee to obtain the permission of each nominated

candidate prior to presenting them to the board of directors for approval. It shall be the goal of the nominating committee to acquire at least two nominees for each office except vice commodore and commodore.

The nominating committee should strive to nominate candidates with SBC Board of Director experience to flag offices. The nominating committee should strive to nominate members of at least six months to all offices.

11. Smoking is not permitted at Seafair Boat Club Board of Director meetings.
12. The Seafair Boat Club owns and maintains a variety of equipment to support its various activities. The secretary is responsible to maintain an inventory and storage locations for this equipment.
13. Use of Seafair Boat Club property is generally for club activities only. Any other use must be approved by the board.
14. The club presents three awards each year as follows:
  - A. At the annual meeting each year the appropriate jacket patch and burgee is given to the commodore, vice commodore, newly elected rear commodore, secretary, treasurer, and immediate past commodore. The immediate past commodore is also given a memento of the term in the form of a plaque or gift.
  8. The J. Stanley Robertson Inspirational Award Trophy (golden arches donated by U.S. Navy), a perpetual trophy, is awarded to the most contributing member of the Seafair Boat Club during the year. Selection is made by the commodore, vice and rear commodores. A separate plaque is presented to the recipient and their name is engraved on the perpetual trophy.
  - C. The Commodore's Trophy is an award presented to a SBC member whom the commodore designates as having done an outstanding job in a behind the scenes role.
  - D. The Tad Degenhardt Memorial Trophy. Awarded to an individual who throughout their life has contributed significantly to the operation of and causes supported by the engraved on the perpetual trophy.
15. The following are standing committees of the Seafair Boat Club:
  - A. By-Laws
  8. Entertainment
  - C. Finance
  - D. Future Planning
  - E. Judge Advocate
  - F. Marketing/Recruiting
  - G. Membership
  - H. Parliamentarian
  - I. Photo
  - J. Porthole
  - K. Public Relations
  - L. Raffle
  - M. Sunshine
  - N. Webmaster
  - O. Logistics
  - P. J-Hydro
  - Q. Fundraising/Merchandise

All committee chairpersons are appointed by the commodore and approved by the board of directors each year.

Committee chairpersons may serve more than one year. Committees normally will have one chairperson.

Occasionally, a co-chair arrangement may be desired. It must be approved by the board of directors.

16. The following are special events committees of the Seafair Boat Club:
  - A. Hydroplane Races
  - B. Milk Carton Derby

### C. Seafair Holiday Cruise

17. GUIDELINE: Members are asked to follow the suggested dress code for the annual and general membership meetings and for appropriate social events. The dress code for men is a navy-blue blazer with white or gray pants during boat season and gray pants during the rest of the year. The same color scheme is appropriate for ladies.
18. Social events are expected to pay for themselves. The board however, may decide that SBC will subsidize or pay for an event. This subsidy or payment will apply to active SBC members only.
19. Should a vacancy occur on the board of directors at any time during the year, the candidate who received the next highest number of votes in the last election shall be recommended to the board for confirmation to fill the unexpired term.
20. The standing rules may be amended by the board at any board meeting. A two-thirds majority vote is required to affect a change. Items marked as procedures, guidelines or attachments do not require board approval for change.
21. New members who join SBC after July 15 of the current year shall be considered as paying dues to include the following year.
22. A Commodore's Fund should be established as part of the budget each year in the amount of \$200. This fund is for use by the commodore to pay expenses associated with events or activities which are beneficial to the club. Examples of this would be taking a person to lunch who can bring benefit or experience to the club or an event in which the club is involved, a complementary membership, etc. This cannot be used for an item specifically denied by board vote or action.
23. A gift fund may be established by the board to supplement a planned giving program such as donating to a family at Christmas or to someone who has suffered a loss at any time. Known items such as the Christmas family should be made part of the budget at the beginning of the year. Other causes must be presented to and approved by the board. As a non-profit organization, cannot make a donation to other non-profit organizations, but donations such as mentioned above are appropriate. The purpose of this approach is to spread the cost of such support to all members rather than just those who happen to be at an event or meeting when a need is identified. Provisions for additional personal donations should still be made.
24. The Board of Directors may use e-mail to vote on matters that are deemed by the Commodore and at least one other flag officer or Board Member, to be urgent enough to require action when it is not feasible or prudent to meet in person. The Commodore will personally speak with any Board Member who does not have e-mail to receive that person's vote. The Commodore will record such votes and the results shall be forwarded electronically or mailed to the Board and made a part of the Board minutes for the next regularly scheduled meeting.
25. The Seafair Boat Club maintains a web site at [www.seafairboatclub.org](http://www.seafairboatclub.org). Any changes to this web site by the Web Page Team must first be approved by the Vice Commodore.