



## **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 (at its then current address)

**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 (9) at-large 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. 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 within fourteen (14) days after taking office for introduction at the General Membership meeting; shall present at the Annual Meeting the projected budget for the coming year, as approved by the Board; 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 at the General Membership 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 consist 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. Nominees and their qualifications shall be presented for Board approval at the meeting immediately preceding the Annual Meeting. Nominees shall be active members in good standing whose eligibility and availability for election has been confirmed by the Board.

**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:** Regular meetings of the Board shall be held during such months as the Commodore may designate within fourteen (14) days after taking office. The Commodore shall seek to schedule Regular Board meetings only in those months where sufficient action items are expected to be addressed, with the goal of minimizing the demands on the Board's time and to encourage wider interest by potential Board candidates. The schedule of Regular Board meetings shall be published in the Porthole to facilitate attendance by the General Membership. Board meetings,

either in person or by electronic means, may be called by the Commodore subsequently for any other month, with consent of a quorum of the Board and upon at least fourteen (14) days written and/or electronic notification to 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 Fall each year.

**SECTION 5:** The General Membership Meeting shall be held in Spring 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 or may participate by telephone.

**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 may be 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. Annual dues will be payable on or *before* the Annual Meeting. 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 Membership 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.