

## **LSC BYLAWS**

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### **BY-LAWS OF LAFAYETTE SAILING CLUB, INC.**

(As Approved by General Membership, November 12, 2004)

#### **Article I — Identification**

Section 1.1 Name. This Organization shall be known as the Lafayette Sailing Club, Inc., referred to as the "Club".

Section 1.2. The Fiscal Year. The fiscal year shall be from January 1, to December 31, inclusive.

Section 1.3. Purpose. The objectives of the Club are as follows:

- To promote wider interest in sailing, water safety and seamanship.
- To encourage knowledge and use of rules and courtesies of the nautical road.
- To promote inter-club and intra-club sailing competition.
- To provide a forum for social contact among sailing enthusiasts.

#### **Article II — Membership**

Section 2.1. Membership Options; Rights and Privileges. When submitting an application (whether new or renewal), applicants shall be entitled to choose one of three membership options:

A. Full membership with both Voting Rights and Harbor Privileges (for those who own a craft and desire to keep and launch it at the LSC Harbor). (The grant of Harbor Privileges is dependent upon availability);

B. Full membership with Voting Rights, but with no Harbor Privileges (for those who wish to take an active, voting role in the Club, or otherwise own a sailing craft, but which will not be kept or routinely launched at the LSC harbor);

C. Associate membership, with neither Voting Rights nor Harbor Privileges (for those newly introduced to sailing, or for those who own no sailing craft, or who otherwise do not wish to possess voting rights, but have an interest in sailing and in associating with the Club).

Membership Dues for each option shall be scheduled with the highest being for membership under clause A, and the lowest for membership under clause C. Dues for membership under clause B shall fall somewhere in between the dues for the other two classes. Dues shall be reviewed and adjusted from time to time by the Board of Governors, and established by approval of the membership entitled to vote as hereinafter provided.

Section 2.2 Voting Rights. All Full memberships possess Voting Rights. A membership with Voting Rights shall be entitled to vote on issues brought before the full membership, including, but not limited to, election of members of the Board of Governors, amendments to By-Laws, adjustments to dues, *et cetera*.

A full voting membership shall include the family (spouse and dependent children) of the applicant. Only one person per membership application shall be entitled to vote on issues concerning the Club. The person applying for the membership shall be deemed the designated voter. The designated voter may be changed at renewal time to a spouse or other designated member representative by making the proper entry on the renewal application form.

Section 2.3. Harbor Privileges. A member with Harbor Privileges shall be entitled conditionally to park a sailing craft owned by that member on the LSC grounds. (If the craft has more than one owner, the member, who must be an owner, shall be designated by all owners as their representative for the sailing craft in order to be entitled to Harbor Privileges.) Additionally, members with Harbor Privileges shall be entitled to use the harbor's ramp for launching and hauling that craft. However, prior to any person's using the ramp or parking any craft on the LSC grounds, two conditions first must be met: (1) the craft must bear a number to be assigned by the **Secretary**, and (2) such craft shall have been assigned a space by the Harbormaster. The assignment of any parking space by the Harbormaster is not guaranteed, but is contingent upon availability of space. A member's license to park a craft on LSC grounds and use the ramp is contingent upon that craft being so numbered, a space having been allocated, timely payment of all dues and assessments (if any), and adherence to all rules from time to time promulgated by the Club, as well as all notices, rules, orders, or directions of the Harbormaster. All Harbor Privileges are extinguished upon termination of membership for any reason.

A member with no Harbor Privileges shall not be entitled to space for parking any sailing craft on the Club's grounds, nor shall such member use the harbor's ramp for launching or hauling any craft, except that Full members with no Harbor Privileges may otherwise use the ramp two times each season, once for launching and once for retrieving a sailing vessel, if that craft is owned by that member, and it is berthed elsewhere on Lake Freeman. A Full member not having Harbor Privileges, except for that lack of Harbor Privileges, shall be entitled to all rights and privileges of other Full members.

Section 2.4. Associate Membership. Associate members have neither Voting Rights nor Harbor Privileges. An Associate membership shall include the associate member's spouse and dependent children. Associate members may attend all functions and activities of the Club, and may operate at the harbor a boat owned by a Full Member, so long as the owner-member is aboard, but may not operate a boat owned, borrowed, or rented by the Associate Member at the harbor, with the following exception: Associate members may have use of a Club-owned sailboat upon demonstrating to the satisfaction of the Board of Governors proficiency in use of the craft. Once the member has in his or her possession written evidence of proficiency in a form approved by the Board of Governors, and upon executing a written covenant to abide by the terms of use and to release and hold harmless the Club for any consequences of that use, the member may schedule use of the craft. An associate member may not hold elective office in the Club. Associate Members are entitled to participate in all Club-sponsored activities, picnics, banquets, and the like, and enjoy all benefits associated with membership, except for: Voting Rights and Harbor Privileges.

An Associate membership may be converted to a Full membership upon application by the member, acceptance of same by the Board of Governors, and payment of the Full membership dues. If upgrading during a season, the associate member shall apply for Full membership, and upon acceptance by the Board of Governors, shall pay the difference between the Associate's dues paid and the Full membership dues.

Section 2.5 Admission to Membership. Anyone interested in membership may apply by submitting a Membership Application Form to the Membership Chairman. Two active members must sign the application as sponsors.

The Board of Governors by a majority vote will accept or reject applications at its first meeting following receipt of the application. The Board may elect to vote via e-mail to expedite new membership applications. Any action taken on any application via email must be ratified at the next meeting following that action, and the results recorded in the official minutes of that meeting.

The Board of Governors will inform the applicant and his sponsors of its action, through the Membership Chairman, and will instruct the Secretary-Treasurer, after coordination with the Membership Chairman, to present the new member proper credentials, when applicable.

Section 2.6. Charter Members. The honor of Charter Membership shall be assigned those dues paying members of 1970 who have sustained their membership.

Section 2.7. Dues. Annual dues shall be determined by two-thirds vote of the active members present at the annual meeting, upon receipt of the recommendations of the Board of Governors.

New members joining the Club after the annual Board of Governors' Picnic or September 1, whichever comes later, shall pay full dues at the time of acceptance of their membership application by the Board of Governors and these dues shall be applied to the following year.

Section 2.8. Assessments. Assessments shall not be made without the approval of a two-thirds vote of the active members present at a meeting called for the specific announced purpose of considering said assessment, or at a regular meeting of the membership, provided specific notice of the issue has been provided in accordance with notice requirements as set out in these By-Laws. This section does not affect any assessment of individual members or boat owners for such things as mowing fees, when the member has neglected to mow beneath his/her boat.

Section 2.9. Identification Cards. The Club will issue appropriate membership cards, signed by the Secretary- Treasurer when annual dues have been paid.

Section 2.10. Termination of Membership. Membership shall terminate upon death, resignation, or expulsion.

(A) Termination for Cause. The Board of Governors, by affirmative vote of a l l Governors, shall have full power to terminate the membership of any member for cause. Cause shall be defined as any act, or failure to act, by a member which constitutes a violation of the By-Laws, any rule set out in the Club handbook, any other rule or regulation adopted and promulgated by the Club, or any notice, rule, order, or directive posted or published by the Harbor Master. Failure to pay boat storage (for members who may have lost Harbor Rights), any mowing fees

assessed, membership dues, or special assessments by stated deadlines will automatically result in the termination of membership and privileges, and any member's dues already paid by a member so terminated will be forfeited to the Club.

(B) Rejection of Renewal of Membership. The Board of Governors may elect to not renew any membership for cause as defined in the previous paragraph, as well as for failing to mow under or maintain a craft at the harbor (if the member has Harbor Privileges). In any case when an application is not accepted, (as opposed a membership being terminated subsequent to acceptance), membership fees will be returned to the applicant. Alternatively, if a member's failure is limited to not maintaining the craft or the LSC grounds immediately occupied by that craft, in lieu of rejecting the member's renewal, the Board of Governors may renew the membership as a Full member with no Harbor Privileges. In such event the Treasurer shall subtract the then-current dues for Full membership without Harbor Privileges from the dues actually submitted with the application, returning the difference to the member with the notice of termination of Harbor Privileges

(C) Notice of Termination. When a membership is terminated for cause under Section 2.10(A), above, or when Harbor Privileges are stripped from a membership under Section 2.10(B), above, the member (or designated representative) shall be notified of the termination by certified mail at the address provided in that member's application, unless written notice of a change of address has been sent by that member by certified mail to, and received by, the then-current Secretary-Treasurer of the Board of Governors, in which event the latter address shall be used. Notice by the Board of Governors shall be deemed served upon posting in the U.S. Mail in an envelope addressed to the member at such address, certified, return-receipt requested, with sufficient first-class postage affixed.

(D) Required Removal of Property on LSC Grounds, Storage Charges. Terminated-for-cause members, or members who have lost Harbor Privileges shall have 30 days from the date of the post-mark on the notice of termination to remove that member's watercraft, trailer, and personal property from the LSC grounds and harbor. Watercraft remaining after 30 days shall be assessed a storage fee of \$5 per lineal foot per month.

(E) Abandoned Craft and Disposal. Ninety (90) days after a member's termination or loss of Harbor Privileges, any property owned by that member which is remaining upon the LSC grounds or at the LSC harbor shall be deemed abandoned, upon which event the property (including the craft, trailer, if any, and associated equipment) may be disposed of promptly in the manner and upon terms as deemed appropriate in the sole discretion of the Board of Governors, with income (if any) from such disposal being applied first to costs associated with the removal or disposal, then to storage costs due, and finally, any sums left over shall be deemed a contribution to the Club and shall be deposited in the Club's treasury to be used for any club purpose without any accounting to said member being required.

(F) A membership which terminates by reason of resignation, death, or non-renewal (not by action of the BOG for cause) requires no notice to the member. In the case of resignation or non-renewal, the provisions of the subparagraphs 2.10(D) and (E), apply, and the former member shall have 30 days from termination to remove the property from the LSC grounds without penalty. In the event of termination (or if grounds for termination or stripping of Harbor Privileges exist) by reason of illness or death, the member or the member's family or estate shall have 30 days from the expiration of the paid-for membership with Harbor Privileges within in

which to remove the property from the LSC grounds without penalty. After the passage of the 30 days, the Board of Governors may, within its discretion, allow forbearance of the penalty forfeiture provisions set out in Sections 2.10(D) and 2.10(E), as the circumstances warrant.

### **Article III — The Officers and Board of Governors**

Section 3.1. Officers. The officers of the Club shall consist of a Commodore, Vice-Commodore, Secretary-Treasurer, and Recording Secretary. These officers shall be known as Flag Officers. The terms of the office shall be for the fiscal year.

Section 3.2. Board of Governors. The Board of Governors shall consist of twelve (12) active members, four (4) being elected to serve for three-year terms.

Section 3.3. Election of the Board of Governors. Election of the Board of Governors will be held at the annual meeting. Full members will vote for four (4) candidates from names submitted by a Nominating Committee consisting of three members of the Board and one member of the membership at large and from names submitted from the floor. Each candidate for elective office must be a Full member of the Club (not Associate), qualified, and in good standing at the time of his or her nomination.

Elections may be by ballot, voice or hand-count, as the active membership elects. Any single request, however, for a ballot vote shall be honored.

Un-expired terms will be filled by a separate election at the annual meeting, the director elected to serve whatever period remains in the un-expired term.

Section 3.4. Election of Officers. The officers shall be elected by the Board of Governors from its own membership.

The Commodore will be elected prior to the annual meeting by the outgoing Board of Governors to assure the continuity of the Club's activities. The Vice-Commodore and Secretary and Treasurer shall be elected following the annual meeting by the newly-elected Board of Governors.

No officer shall serve continuously for more than three (3) years, unless the full membership allows an exception by a special vote at any annual meeting or special meeting of the Club by a two-thirds vote of those active members present.

Section 3.5 Duties of the Commodore. The Commodore shall command the fleet and preside at all general meetings of the membership and the Board of Governors. The Commodore shall call special meetings of either the Club or the Board of Governors at his or her discretion. Commodore shall be an ex-officio member of all committees. The Commodore shall appoint all chairmen. In the absence of the Secretary-Treasurer, the Commodore may appoint an active member to perform the duties of that office. The Commodore shall not vote at meetings of the Board of Governors unless to break a tie.

Section 3.6. Duties of the Vice-Commodore. The Vice-Commodore shall assist the Commodore in the discharge of his or her duties and act as Commodore in his or her absence, or when there is a vacancy in that office.

Section 3.7. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall have custody of all Club property. Secretary-Treasurer shall keep the Club roster and issue membership cards. Secretary-Treasurer shall inform members of all meetings and perform such duties as may be ordered by the Board of Governors.

Secretary-Treasurer shall collect and receive all the moneys due the Club, pay bills contracted by the Club, and keep an account of all receipts and expenditures. He or she shall report on finances of the Club at each meeting. He or she shall accept gifts in the name of the Club. Secretary-Treasurer shall have the power to invest surplus funds as directed by the Board of Governors. All checks made out for payment of obligations shall be signed by the Secretary-Treasurer and counter-signed by the Commodore, or the Vice-Commodore. The Commodore may waive the right to counter-sign checks made on behalf of the Club for payment of obligations that amount to one hundred dollars (\$100.00) or less, entrusting in the Secretary-Treasurer's duty as an officer of the Club to be sole signer of those checks for to enable the Secretary-Treasurer to make timely payments on behalf of the Club for incidental expenses.

Section 3.8. Duties of the Recording Secretary. The Recording Secretary shall record the minutes of all meetings. The Recording Secretary shall provide a copy of the minutes to each of the Board of Governors, either by hard copy, or by e-mail for approval. The Recording Secretary shall read the minutes at each regular meeting unless the board waives the reading, approving and accepting the minutes as previously submitted. The Recording Secretary shall retain and maintain a copy of the minutes of the Board of Governors meetings for reference and provide a copy to the Secretary-Treasurer for the Club records.

#### **Article IV — Meeting of the Club and Board of Governors**

Section 4.1. Meeting of the Club. There shall be an annual meeting of the membership during the last quarter of each year, and other meetings at the call of the Board of Governors or the Commodore as the operations of the Club require.

Section 4.2. Meetings of the Board of Governors. The Board of Governors shall meet at such times as the business of the Club requires. The Board of Governors shall have full authority to conduct any and all business of the Club at these meetings in all matters concerning membership, boat storage, maintenance of the harbor and grounds, Club boats and equipment, social events, sail boat races, sailing school, Club cruises, fund raisers for the Club, insurance, publicity, newsletters, Club policy, and Club finances, or any other Club business which may come before the Board. The Board of Governors may elect to conduct limited business by correspondence between Governors via the Internet, provided each member of the Board of Governors has internet access and email capacity and each is copied with all such correspondence. Any business so conducted must be ratified at the next regular meeting and recorded in the official minutes.

Notwithstanding the provisions of this article, any action required or permitted by this article to be taken at a directors' meeting may be taken without a meeting if the action is done by written consent of all Governors.

Section 4.3. Procedure at Meetings. The rules in Robert's Rules of Order (Revised) shall govern all questions of orderly procedure not otherwise covered in these By-Laws.

Section 4.4. Membership Quorum. A quorum of the Club Membership shall consist of those voting members present at any annual meeting or special meeting, but not less than 25% of the full voting members.

Section 4.5. Quorum for Board of Governors. Unless otherwise provided by law or in the Articles of Incorporation, the presence of at least a majority of the actual number of the Board of Governors elected and qualified, from time to time, is necessary to constitute a quorum for the transaction of business by the Board of Governors. In the absence of a quorum at any such meeting, a majority of the directors present thereat may adjourn such a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.6. Notice of Meetings. Notice of any meeting of the membership shall be sent to all members by regular mail or via e-mail (if available) not less than ten (10) days prior to such meetings. Notice of future meetings of the Board of Governors need be made only by disclosure to all Governors at any meeting properly convened with prior notice, as well as posted on the LSC official website, and provided that the time, date, and location of said future meeting is recorded in the official minutes and the schedule made available to any member or Governor who may inquire.

#### **Article V — Committees**

Section 5.1. The Committees. The Commodore shall appoint the committees as he/she deems necessary for the operation of the Club. These may include: Sailing School Committee, Finance Committee, Public Relations Committee, Membership Committee, Boat Storage Committee, Club Boats and Equipment Committee, Harbor Grounds Committee, Social Events Committee, Club Cruise Committee, Fund Raiser Committee, Insurance Committee, Publicity Committee, Newsletter Committee, Club and Harbor Policy Committee, Race Committee, or any other committee appropriate to conduct the business of the club. Associate members may be asked to sit on any committee, and their participation encouraged.

Section 5.2. Reports. Each committee chairman shall report the activities of his/her committee at the regular meetings.

Section 5.3. Duties of the Race Committee. Guided at all times by the *Official Racing Rules* of the United States Sailing Association/International Sailing Federation, the Race Committee shall have complete responsibility for all races. It shall make arrangements for, take charge of, and act as judge of all races. It shall assign such handicaps as are decided on, and decide all questions concerning a race. It may appoint one or more members to act in the absence of the Race Committee members.

The Race Committee shall record all race programs, results, protests and handicaps, and shall make this record, or a facsimile or email thereof, available to all members on request, or post the same on the Club's website.

The Race Committee may appoint a protest committee, as one is needed, or call on members of the Board of Governors present to serve in that capacity.

### **Article VI — Amendments**

These By-Laws may be amended or revised at any meeting of the Club by a two-thirds vote of those full members present. Amendments must be proposed by a full member in writing, read and discussed at the meeting previous to that during which final action is taken. No proposed amendment voted down shall be reconsidered at any subsequent meeting for a period of six (6) months.

### **Article VII — Release and Waiver**

It shall be required of all members that and shall be included in the application that they acknowledge having read, fully comprehend, and agree to be bound by each and every one of the By-Laws, and that they will execute a general release of liability in a form to be approved by the Board of Governors.