

BY-LAWS OF KENAI FJORDS YACHT CLUB

ARTICLE ONE – ORGANIZATION

The name of this organization shall be KENAI FJORDS YACHT CLUB.
The organization shall have a seal which shall be in the following form
The organization may at pleasure by a vote of the membership body change its name.

ARTICLE TWO – PURPOSES

The following are the purposes for which this organization has been organized:
The objects and purposes of this corporation are as follows:

- (a) to unite fraternally for mutual benefit, improvement, protection, and association citizens of good moral character possessed of the desire and ambition to improve themselves and particularly to advance and foster their skill, learning and interest in boats and boating.
- (b) to foster and cultivate the social, educational and business relations of the membership
- (c) to encourage among the membership a spirit of mutual cooperation and friendship.
- (d) To further all interests of the membership of a universal Alaskan yacht club and to improve, cultivate, maintain and conduct a yachting association and recreational facilities for the membership of the club.
- (e) to engage in all lawful business other than banking or insurance

ARTICLE THREE - MEMBERSHIP

Section 1: The membership of this organization shall be open to whose interests lie within the goals and activities of the club.

Section 2: Membership categories are:

- (a) Regular: Those members 16 or older; entitled to all club privileges including the right to vote and hold office.
- (b) Cruising: Those members away from home port for an extended period of time; entitled to all club privileges except to hold office.
- (c) Junior: Those members under the age of 16; entitled to all club privileges except to vote or hold office.
- (d) Bristol: Those members, who for a period of a year have contributed in an outstanding manner to the activities and growth of the club; privileges as for (a) above.
- (e) Honorary: Other members; entitled to all club privileges except to vote or hold office.

(f) Charter: Shall be limited to those members in good standing as of Labor Day, 1987.

Section 3: Members may request a change of category when they become eligible for a new category.

Section 4: Membership fees shall be \$10.00. Annual dues shall be voted on by the membership annually.

Section 5: Membership may be terminated for the following reasons:

Non-payment of dues.

Inactivity (repeated failure to respond to correspondence or ballots).

ARTICLE FOUR - MEETINGS

Section 1: The annual membership meeting of this organization shall be held on the 21st day of March each and every year except if such day be a Sunday or legal holiday. Then, and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his or her address, as appears in the membership roll book of this organization, a notice telling the time and place of such annual meeting.

Section 2: Regular meetings of this organization shall be held quarterly.

Section 3: A special meeting may be called by the Executive Board, with two weeks written notice to the membership, stating the purpose and agenda for the meeting

Section 4: A quorum is defined as those present at a regular meeting.

Membership determining a quorum must include either the Commodore or Vice Commodore.

Section 5: A quorum shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these by-laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum shall be required at any adjourned meeting.

Section 6: Special meetings of this organization may be called by the Commodore or the Executive Board when it is deemed in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least two weeks before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

At the request of three members of the Board of Directors or ten members of the organization the Commodore shall cause a special meeting to be called but such

request must be made in writing at least thirty days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. Section 7: Robert's Rules of Order shall be used to conduct the meetings.

ARTICLE FIVE – VOTING

At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any special meeting, if a majority so require, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX - ORDER OF BUSINESS

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Reports of committees.
- 4 Reports of officers
5. Old and unfinished business.
6. New business.
7. Good and welfare.

ARTICLE SEVEN - BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of the officers of this organization and two members at large.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of one year.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairperson after

due notice to all the directors of such meeting.

Three of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held quarterly upon the call of the Commodore.

Each director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Commodore of the organization by virtue of the office shall be chairperson of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests the organization for this hearing.

ARTICLE EIGHT – OFFICERS

The officers of the organization shall be as follows:

Commodore

Vice Commodore

Corresponding/Recording Secretary

Treasurer

The term of elected office shall be March 2nd of any year through March 20th of the succeeding year.

The Commodore shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice Commodore shall in the event of the absence or inability of the Commodore to exercise his or her office become acting Commodore of the organization with all the rights, privileges and powers as if he or she had been

the duly elected commodore.

The Secretary shall keep the minutes and records of the of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, present to the membership at any meetings any communication addressed to the Secretary of the organization, submit to the Board Directors any communications which shall be addressed to the Secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

Officers shall, by virtue of their office, be members of the Board of Directors.

No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE NINE - NOMINATIONS AND ELECTIONS

Section 1: nominating committee of five shall be appointed by the Executive Board at the last quarterly meeting of the year to prepare a list of nominees to elected office for the following year.

Section 2: The list of nominees shall be mailed to the membership one month or more prior to the scheduled meeting for election of officers.

Section 3: Additional nominations of any member in good standing may be made from the floor at the time of elections. No one may be nominated with his or her consent.

ARTICLE TEN - EXECUTIVE BOARD

Section 1: The Executive Board shall consist of the current year's officers, immediate past Commodore, and one member elected by the membership at the meeting scheduled for the election of officers.

Section 2: The Executive Board shall manage the club, conduct its activities, delegate authority to club officers, members, and committees, but remain responsible to the membership for the results of delegated activities. They shall submit a budget for approval at the time of elections.

Section 3: The Executive Board meetings shall be scheduled every six weeks and three members shall constitute a quorum. If any member is unable to attend regularly or will be absent for an extended period, the commodore may appoint a replacement for the remainder of the year. These meetings shall be open to all members.

Section 4: The budgeted expenditures shall be authorized by the Executive Board. The Treasurer and the Commodore are authorized to sign checks; two signatures shall be required on all checks.

ARTICLE ELEVEN – COMMITTEES

Committees shall be appointed, and shall have their composition and duties defined, by the Commodore.

ARTICLE TWELVE – DUES

The dues of this organization shall be Ten Dollars (\$10.00) per annum and shall be payable on the 1st day of January of each year. The membership of the organization can change by vote each year the dues and fees be paid the following year.

ARTICLE THIRTEEN - AMENDMENTS

These By- Laws may be amended at any regular or special meeting of the membership, provided notice of the proposed amendment be on the meeting agenda, and a copy of the proposal be mailed to each member two weeks prior to the meeting. Amendments may be voted on by written ballot and/or proxy, and shall not be adopted unless approved by a majority of the responders within forty-five days of mailing.

ARTICLE FOURTEEN – DISSOLUTION

Upon dissolution of the club, all funds and assets held by the club at that time shall be donated to the local Coast Guard District for the Coast Guard auxiliary activities in South Central Alaskan waters.

DATED this day of March 1, 1987.

[Note on page states: March 1, 1988. This is a true and correct copy of the

Kenai Fjords Yacht Club by-laws. (Signed) Carol Clouse, Commodore]