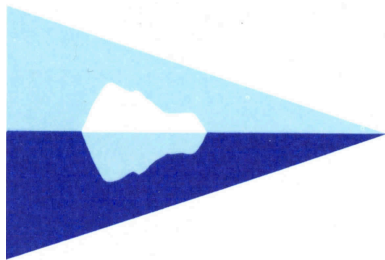


Bylaws of the **KENAI FJORDS YACHT CLUB**

ARTICLE ONE – ORGANIZATION & IDENTIFICATION

The name of this organization is the Kenai Fjords Yacht Club. The name of the organization (i.e., club) is properly abbreviated with the acronym KFYC.

This is the seal of the KFYC:



ARTICLE TWO – PURPOSES of the KFYC

The purposes of the KFYC are:

- (a) to unite for mutual benefit of the membership and the society in which members live, work and recreate;
- (b) to foster and cultivate social, educational and business relations of the membership;
- (c) to encourage among the membership a spirit of mutual cooperation and friendship;
- (d) to further the maritime interests of the KFYC membership through participation in recreational boating, cruising, yacht racing and the like, and
- (e) to engage in lawful business and technology for the betterment of the KFYC and its members.

ARTICLE THREE - MEMBERSHIP

- Section 1: Membership in the KFYC is open to all whose interests are compatible with the goals and activities of the club.
- Section 2: Membership categories are:
- (a) Regular: Those adult members who are entitled to all club privileges including the right to vote and hold office, and
 - (b) Honorary: Those members who by recognition of exceptional service to the KFYC or community are granted lifetime complimentary membership in the KFYC. Honorary members are entitled to all club privileges with the exceptions of voting or holding office. Honorary membership requires a majority vote of KFYC members.
- Section 3: Regular membership begins when membership dues are remitted and ends on December 31.
- Section 4: Regular membership requires payment of an annual dues fee. The annual dues fee is set by vote of the membership and specified in kfyc.org.
- Section 5: The KFYC maintains a confidential membership database not available for public disclosure.

ARTICLE FOUR - MEMBERSHIP MEETINGS & SPECIAL MEETINGS

- Section 1: The KFYC will conduct not fewer than four general membership meetings annually. Four of those meetings will occur on a calendar quarterly basis on or about the astronomical solstices and astronomical equinoxes.
- Section 2: Not less than thirty days prior to the meeting date, active and inactive members will receive a meeting notice via email that will include the agenda, time and location for an upcoming meeting.

Section 3: A quorum is necessary to address agenda items for a KFYC general membership meeting. A quorum is defined as the presence of not fewer than six active members in addition to three officers of the KFYC.

Section 4: The conduct of general membership meetings is as follows:

- (a) The Commodore calls the meeting to order
- (b) The Secretary records attendance,
- (c) The Secretary submits minutes of prior meeting(s) for approval,
- (d) The Treasurer presents the KFYC financial report for approval,
- (e) Prior unsettled business is addressed,
- (f) New business is presented for consideration,
- (g) Announcement and guests,
- (h) A date and time for the next meeting is set,
- (i) The Commodore moves for adjournment.

Section 5: Guest attendance at membership meetings is welcome. Guests are not part of the quorum determination.

Section 6: The KFYC Secretary will summarize the conduct of meetings in the form of minutes. Active and inactive members will expeditiously receive general membership meeting minutes via email. Meeting minutes will also appear on KFYC.org.

Section 7: The Commodore with the concurrence of a majority of the Board of Directors may call a Special Meeting.

- (a) Special Meetings are in addition to general membership meetings.
- (b) Special meetings are for the purpose of dealing with KFYC matters of exigency that require immediate attention.
- (c) No other KFYC business is permitted during Special Meetings other than that for which the meeting was called.
- (d) Not fewer than four members must conduct the business of a Special Meeting. The four participants are two KFYC officers and two Board of Director members.
- (e) If circumstances permit, the KFYC membership will receive prior notice of Special Meetings and may attend.

- (f) If circumstances require, Special Meetings can be held in executive session. Executive sessions require the vote of a majority of the meeting participants. To the extent permissible, the reason for Special Meeting executive sessions(s) and the votes taken for same will be explained in the meeting's minutes.
- (g) The happenings of Special Meetings will be recorded as minutes and shared with the membership expeditiously, or no later than the next regular meeting.
- (h) Any active KFYC member may petition the Commodore or member of the Board of Directors to conduct a Special Meeting.

Section 8: Robert's Rules of Order will govern the conduct of all meetings.

ARTICLE FIVE - BOARD OF DIRECTORS

Section 1: It is the role of the KFYC Board of Directors is to establish strategy, monitor management procedures, make recommendations to the membership and deal with extraordinary circumstances as they may arise.

Section 2: The Board of Directors consists of:

- (a) The **Commodore**;
- (b) The **prior Commodore**, and
- (c) Four members at large elected by the membership. Members at large serve for two calendar years from the time of their election. Member at large vacancies are appointed by a majority vote of general membership meeting.

Section 3: The **Commodore** by virtue of the office is chairperson of the Board of Directors. The Board of Directors will select from one of their number a recording secretary.

Section 4: The Board of Directors will conduct not fewer than two annual meetings.

- (a) A meeting quorum is established when three members at large and at least the Commodore or prior Commodore are present.
- (b) General KFYC members are welcome to attend Board meetings as observers.
- (c) The recording secretary will keep meeting minutes.

- (d) (d) The Commodore will provide Board meeting reports to the general membership.

ARTICLE SIX - OFFICERS

1. The KFYC has four officers elected by the members. Those officers are:
 - A. **Commodore;**
 - B. **Vice Commodore;**
 - C. **Secretary, and**
 - D. **Treasurer**
2. The term of elected office begins with the spring equinox meeting and ends one year hence.
3. The Commodore will solicit nominations for officers at the winter solstice meeting. Officers are elected by the membership at the spring equinox meeting.
4. The **Commodore** will preside at all membership meetings, and by virtue of the office:
 - (a) Is the chairperson of the Board of Directors,
 - (b) will appoint all committees, temporary or permanent,
 - (c) is ultimately responsible that all reports and documents are ordered as required by law, or otherwise, and properly filed,
 - (d) is one of the officers who may sign the checks or drafts of the organization,
 - (e) is the KFYC officer who represents the organization at public, private and legal venues.
5. The **Vice Commodore** will function as the Commodore in the Commodore's absence. The **Vice Commodore** is responsible for administration of the KFYC internet communications. While maintaining accountability for internet communications, the **Vice Commodore** may delegate this work to a subject matter expert.
6. The **Secretary** is responsible for the meeting minutes and other records of the of the organization. Additionally the Secretary:
 - (a) Is responsible for the KFYC's historical documents,
 - (b) will timely prepare and submit required legal documents,
 - (c) is the custodian of the KFYC seal,

- (d) responsible disseminating information to club officers and members as appropriate,
 - (e) is the recipient of the KFYC's electronic and real mail,
 - (f) maintain the KFYC membership data base,
 - (g) distribute membership cards,
 - (h) Is the custodian of the KFYC post office box.
7. The **Treasurer** is responsible for the care and custody of all monies belonging to the organization. In that regard the **Treasurer** is a fiduciary of the KFYC. By virtue of the office held the **Treasurer** has responsibility for:
- (a) administration of bank accounts in the name of the KFYC,
 - (b) administration of KFYC credit cards,
 - (c) Administration of internet form of payments (ie, PayPal)
 - (d) preparation of quarterly financial reports for review by the KFYC officers and membership, and
 - (e) timely payment of debts incurred by the KFYC,
 - (f) purchase of items authorized by the Commodore or membership,
 - (g) keep an inventory of all real and other assets belonging to the KFYC,
 - (h) timely notify the **Commodore** of financial matters affecting the KFYC.
8. The **Treasurer's** signature must be on all checks drawn against the KFYC bank account(s). The **Commodore** must co-sign all checks, or have written documentation in place (ie, email) that the **Commodore** is in concurrence with the expenditure.
9. The **Treasurer** has sole authority for expenditure of petty cash for the administration of duties.
10. In the event of dissolution of the KFYC it is the **Treasurer's** responsibility to timely liquidate all assets of the KFYC and transfer the full value of those assets to the designated recipient (ie, Article Seven).
11. Officers perform their duties gratis with regard to remuneration from the KFYC. Officers will receive from the KFYC reimbursement for approved expenditures made on behalf of the KFYC.
12. Officers may by mutual agreement differently arrange their respective responsibilities not involving expenditure of KFYC funds. Doing so requires written approval from the **Commodore**.

ARTICLE SEVEN - DISSOLUTION OF THE KFYC

If the KFYC will cease to exist it will do so preferably by a vote of the membership. Absent such a vote of the membership the KFYC ceases to exist when it fails to muster a quorum for four consecutive scheduled and announced quarterly meetings or when there is no officer cadre present to carry out the assigned officer duties.

In the event of dissolution of the KFYC the Treasurer (or designee) will liquidate all assets held by the club and donate them to the Coast Guard Auxillary having responsibility for Seward, or other charity designated by the membership.

Deleted Articles

To facilitate your review of the new bylaws what follows is a brief explanation of what was excised and why.

Article Five - Voting

Inasmuch as Robert's Rules of Order govern the conduct of meetings, then why is a separate article necessary to define how voting is conducted? It is redundant. Consequently it is proposed that Article Five as it now exists prior to bylaws revision is deleted.

Article Six - Order of Business

The items of the current Article Six have been incorporated if the proposed Article Four. Consequently it is proposed that Article Six as it now exists prior to bylaws revision is deleted.

Article Nine - Nominations and Elections

A cumbersome process! Nominating by the membership from the floor is adequate. Article Nine as it currently exists is unnecessary and was deleted. It is supplanted by Article Six (3).

Article Ten - Executive Board

It is difficult to discern any significant distinction between the present Executive Board and the Board of Directors. Words are over lapping, redundant, and unclear with regard to respective responsibilities so, Article Ten as it now exists prior to bylaws revision is deleted.

Article Eleven - Committees

Article Eight already identifies that the Commodore appoints committees, so why is a separate article required to do that? Consequently Article Eleven as it now exists prior to bylaws revision is deleted.

Article Twelve - Dues

Revised Article Three, Section Four addresses dues. Consequently Article Twelve as it now exists prior to bylaws revision is deleted.

Article Thirteen

Article Thirteen explains the obvious that the bylaws may be amended at any regular or special meeting. It is not clear how that process is significantly different than any other business the membership might care to address. Consequently Article Thirteen as it now exists prior to bylaws revision is deleted.