

**GRAND BANKS YACHT CLUB**  
BYLAWS  
OF  
GRAND BANKS YACHT CLUB

ARTICLE I  
Name and Location

Section 1. Name. The name of this club shall be the Grand Banks Yacht Club. Ltd.

Section 2. Location. The location of the Club shall be within the Greater Portland, Oregon metropolitan area.

ARTICLE II  
Purpose

Section 1. Purpose. The purpose of the Grand Banks Yacht Club shall be to schedule rendezvous and other boating activities for its members. An added purpose is to regularly provide members information about Grand Banks boats and about the boating activities of other Club members.

ARTICLE III  
Members' Meetings

Section 1. Annual Meeting. The regular Annual Meeting of the Club shall be held in the month of December, for the purpose of electing officers and acting on such other business as may regularly come before the Board.

Section 2. Special Meetings. Special meetings may be called by the Commodore or by written request of the membership. Notice shall be 10 days.

Section 3. Proxy Voting. No member shall be entitled to vote by proxy or mail ballot.

ARTICLE IV  
Qualifications of Membership

Section 1. Regular Membership. Members must be owners of a Grand Banks Yacht or other cruising vessel manufactured by Grand Banks Yachts, Ltd or American Marine Pte. Ltd., and pay annual dues.

Section 2. Social Membership. Social Memberships may be granted by the Board, upon written request, to past Club members who no longer have a Grand Banks. The dues shall be one half of a regular member.

Section 3. Associate Membership. ~~A person who has been a Regular Member, but who now~~ owns a non-Grand Banks vessel may petition the Board in writing for appointment as an Associate Member. Such an appointment shall be for one year but it is renewable for a similar term, without limit, at the discretion of the Board. An Associate Member will have the right to participate in all Club activities except they may not vote in Club elections and cannot serve as an officer and/or Director of the Club. They shall be assessed dues as a Regular Member.

Proposed change to:  
"Anyone"

ARTICLE V  
Fees, Dues and Assessments

Section 1. Annual Dues. All Club members shall pay annual membership dues. The amount of dues shall be determined by the Board of Directors subject to ratification by the membership at the next general meeting.

Section 2. Unless approved by the membership, there will be no other fees or assessments.

ARTICLE VI  
Officers

Section 1. Elective Officers. The elective officers of the Club shall be Commodore, Vice Commodore, Secretary, Treasurer, Fleet Captain and Historian. Both Regular Members and Social Members are eligible to be Officers and/or Directors.

Section 2. Appointments. The Commodore shall have the power to appoint and discharge Chairpersons of all Standing Committees and all other Committees, subject to the majority approval of the officers.

## ARTICLE VII Duties of Officer

Section 1. Commodore. The Commodore shall administer the Club activities and carry out the directives of the Board of Directors. The Commodore shall preside at all official meetings of the Club and shall be the official representative of the Club.

Section 2. Vice Commodore. The Vice Commodore shall assist the Commodore and in his/her absence shall carry out the activities of the Commodore.

Section 3. Secretary. The Secretary shall maintain a current membership roster, maintain a file of Club correspondence, keep and publish the minutes of Club meetings, publish the Club's information and other correspondence as may be directed by the Board. The Secretary shall maintain an official copy of the Bylaws of the Club, corrected up to date.

Section 4. Treasurer. The Treasurer shall collect Club dues and other income, maintain the Club's bank accounts, pay all bills or disperse funds to pay bills as may be directed by the Board. The Treasurer shall prepare and present a financial report at the Annual Meeting or other times as directed by the Board. A budget will be prepared for the fiscal year at the Executive meeting in January or February and presented at the March membership business meeting.

Section 5. Fleet Captain. The Fleet Captain shall assist in the planning and development of Club cruises as directed by and in concert with the Vice Commodore. The Fleet Captain shall be the Club's official delegate to the Columbia River Yachting Association.

Section 6. Historian. The Historian shall serve as the official photographer. Photos shall be published on a site accessible to Club members

Section 7. Rear Commodore. The Rear Commodore shall be an advisor to the Board.

## ARTICLE VIII

### The Board of Directors

Section 1. Board of Directors. The Board of Directors shall consist of the officers of the Club: Commodore, Vice Commodore, Secretary, Treasurer, Fleet Captain, Historian and Rear Commodore.

Section 2. Duties of the Board. The Board shall establish Club policies in all matters and shall provide direction and guidance for the Club.

Section 3. Terms. Terms of each officer shall be consistent with the fiscal year. There shall be no limit on the number of terms that can be served.

Section 4. Regular Board Meetings. Each year, prior to the end of February, a meeting shall be held by the Board to plan and budget the activities of the Club for the current year. A second meeting of the Board shall be held in the fall.

Section 5. Special Board Meetings. Special Meetings of the Board may be called at any time and place as directed by the Commodore. Any Board member may request a Special Meeting with no less than ten (10) days notification. Such Special Meetings shall be held as requested, the Commodore presiding. The purpose of such meetings shall be provided in the meeting notice.

ARTICLE IX  
Nomination and Election of Officers

Section 1. Nominations. A slate of Officers for the coming year shall be prepared by the Board at its regular fall meeting. Selection shall require a majority vote of the Board members present. In no case shall proxy ballots be used.

Section 2. Election of Officers. The slate of Officers for the coming year shall be presented at the Annual Meeting for membership approval. Officer flags shall be exchanged at that time.

Section 3. Vacancies. In the event of a vacancy of an officer, the Commodore shall appoint a person from the Club membership to serve the unexpired term. If the vacancy is that of Commodore, the position will be filled by the Vice Commodore unless unable to serve. If the Vice Commodore is unable to serve, the unexpired term shall be filled by a person who is appointed by a majority vote of the remaining officers.

ARTICLE X  
Burges and Pennants

Section 1. Burgee. The Club burgee shall be a triangular flag of blue, white and red colors, and shall be of the size and dimensions as generally accepted by other yacht clubs.

Section 2. Pennants. Officer pennants shall be appropriate and similar to those in common use.

ARTICLE XI  
Insurance

Section 1. Insurance. The Corporation will be authorized but not obligated except pursuant to Board resolutions to purchase and maintain in effect a policy or policies of insurance covering any liability of Trustees, officers, committee members, employees and agents of the Corporation.

Section 2. Limitation of Liability. The civil liability of Trustees and officers will be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act.

ARTICLE XIII  
Rules of Order

Section 1. Order of Business. The order of business of all meetings of the Club shall be left to the discretion of the Commodore.

Section 2. Rules of Order. Meetings shall be conducted according to Robert's Rules of Order.

ARTICLE XIV  
Amendments to the Bylaws

Section 1. Except as otherwise provided by applicable law or by the Restated Articles of incorporation, the Board of Directors may amend or repeal these By-Laws.

These By-Laws were duly adopted on March 2, 2019.

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Commodore

*Grand Banks*