

By-Laws

ARTICLE I

NAME AND LOCATION

The name of the Corporation shall be Cathlamet Yacht Club a Washington Non-Profit Corporation, and the principle office of this club shall be located in Wahkiakum County, Washington.

ARTICLE II

PURPOSE

The purpose of the club shall be to promote boating and to develop good fellowship and sportsmanship through recreational club activities. This may include, but is not limited to scheduling of inter-club activities with other yacht clubs, club cruises and on-shore activities as deemed appropriate by the Board. The club may also own fixed and or real assets in promoting the above purposes.

ARTICLE III

MEMBERSHIP

The membership of the club shall include the following classifications.

Section 1. CHARTER: Those persons owning boats herein described, attending first and or second meetings at the time of formation of this club and registered at that time. Their names will appear on the original charter and they will be exempt from paying the initiation fees. Their status as Charter Members shall expire only upon dissolution of the Corporation. Otherwise, Charter Members have the same rights and are subject to the same obligations as active members.

Section 2. ACTIVE MEMBER: Any person, two person unit of husband and wife or unit of domestic partners in a single household 21 years of age or older who is a boat owner, who is of good moral character and who has an active interest in boating, with approval of the Board of Directors, shall become an active member. A boat owner, for purposes of membership in this club, is defined as the owner of a vessel that is powered by an engine, motor, sail or combination thereof.

An active member in good standing with the Cathlamet Yacht Club shall be entitled to all of the rights of the club, to vote (voting is limited to one vote per single member or member unit) and to hold office subject to the obligations of active membership. Separate households who own a boat in joint

ownership arrangement must each independently apply for and separately maintain memberships in the club. Active members no longer qualifying as a yacht owner shall be allowed a one year grace period before loss of eligibility for active membership; this grace period to be reckoned as the calendar year following the year in which qualifications are no longer met.

SECTION 3. ASSOCIATE MEMBER:

A. Any person, two person unit of husband and wife or unit of domestic partners in a single household, 21 years of age or older, who is of good moral character and who has an active interest in boating but does not own a boat, with approval of the Board of Directors shall become an Associate Member.

B. A current member no longer meeting all of the requirements of an Active Member shall be placed in associate status following the grace period described in Section 2.

C. Associate Members shall be entitled to all the rights and privileges of Active Members except they shall not have the right to vote as a general member or hold office as a flag officer. Such members shall be subject to annual dues, but shall not be subject to any assessments. An Associate Member who becomes a boat owner shall notify the Board and upon such notification will become an Active Member.

ARTICLE IV

RIGHTS AND OBLIGATIONS OF MEMBERS

SECTION 1. ANNUAL DUES AND ASSESSMENTS:

A. The annual dues will be one hundred twenty dollars (\$150) and the Initiation fee will be seventy five dollars (\$75). When deemed necessary by the Board the officers may propose to the membership a temporary reduction in the initiation fees to support a membership drive. The Boards proposal must specify the amount and duration of the reduced fee and must be presented to the membership at a regularly scheduled meeting. A two-thirds (2/3) majority approval of the voting members at that meeting will be necessary to authorize the proposal. Members joining after June 30th will pay the full initiation fee and one half the annual dues. (Amended November 2017)

B. Annual dues and assessments shall become payable December 1st of each year and received by the Treasurer by December 31st of that same year. Dues payments paid after January 1st of the next year or postmarked later than December 31st shall be deemed delinquent. Any member who has not paid by January 1st of that year shall be posted as delinquent and so notified in writing by the Treasurer. Any member still delinquent on February 1st shall be dropped from the roll by the action of the Board at its March meeting. The member being dropped will be notified promptly in writing by the Secretary of the action of the Board; the membership shall be notified via e-mail.

C. Each member and two person unit, upon payment of the annual dues shall be given a yearly membership card(s) with the year indicated thereon and signed by the Commodore and Treasurer.

D. Each active member shall be required to complete three hours of work toward club activities per year.

E. The annual membership dues, initiation fees and any other fees or assessments shall be proposed by the Board to the membership from time to time at a regularly scheduled meeting. Approval of any changes to dues or other fees by the membership requires a two-thirds (2//3) majority approval of the voting members at that meeting.

SECTION 2. APPLICATION PROCEDURE

A. Membership in this club shall be by application, accompanied by the initiation fee and one (1) year's dues or applicable portion thereof. Appropriate application forms will be provided by the Secretary. Completed applications shall be filed with the Secretary who will record and promptly forward them to the Membership Chairman for confidential consideration and recommendation to the Board. All applications must have a sponsor. Sponsors are club members who guide applicants through the membership process and accompany them to a club event or board meeting prior to board approval. Prospective members (at least one person of each member unit) must either have attended a club function or Board meeting within 90 days of submitting their application. The Board will assist applicants by assigning sponsors if needed. All fees and dues will be refunded if the candidate is not approved.

B. The membership shall be notified of all applications under consideration by the Board. If qualified under provisions of "A" above, this shall be published by the Secretary by e-mail to all members as soon as received.

C. Any member in good standing may protest the acceptability of a proposed candidate in writing for cause to a Board member within five (5) days of publication of the proposal.

D. Any written objection received by the Board will be discussed in executive session with the objecting club member present only to discuss that particular objection. The voting on the proposed candidate shall be done in private by the Board and the results communicated to the objecting member as to the decision and then the candidate will be notified in writing as to the rejection by the Board President or acceptance by the Board Secretary.

E. Acceptability of any proposed candidate shall be determined by the Board after notification to the membership of the application.

F. If no protest of any candidate is received in writing by the Board within the prescribed time, the candidate shall be approved and shall be so notified by the Secretary by mail and invited to the next club meeting for induction and oath of membership.

Do you pledge to abide by the By-Laws, to give full support to the Commodore and Board of Directors and participate in Club activities, including work hours? To operate your boat in conformance with the rules that apply to any marine events in which you participate? To conduct yourself in a manner that brings credit to yourself as boater, and honor to the burgee of the Cathlamet Yacht Club, which you will fly?

SECTION 3. REMOVALS

A. Any member may be removed from membership for cause by a unanimous vote of the Board at any Board meeting. The Board must allow the subject member the right of hearing before the vote is cast. Conduct prejudicial to the best interests of the club, in the judgment of the Board, will be considered sufficient cause for removal. Written notification of such Board action shall be made by the Secretary to the membership and to the former member.

B. Appeal from the Board's decision may be made in writing within thirty (30) calendar days after notification through the Secretary. In such a case, the dropped member shall be allowed to present his/her appeal personally to the membership at the next regular meeting. A two-thirds (2/3) majority vote of the membership present may override and nullify the action of the Board.

ARTICLE V

QUORUMS

Section 1. Twenty percent of the active membership (each member present being in good standing) shall constitute a quorum at any Annual, Regular or Special Meeting of the membership of the club. All voting will be by secret ballot and any member or member unit will have one vote. When necessary to establish a quorum for the purposes of voting at an Annual, Regular or Special meeting, the meeting may be extended for three days for voting by email by the membership not in attendance.

Section 2. Five Board Members including one officer shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE VI

GOVERNANCE

Section 1. OFFICERS:

The officers of the club shall be a Commodore, a Vice Commodore, a Rear-Commodore, a Secretary and a Treasurer. The first three shall be Flag Officers. No flag officer can fill any other position during their term as a Flag Officer.

Section 2. BOARD OF DIRECTORS:

The Directors, also known as the Board, of this club shall be the officers (Section 1) and four Directors. Three (3) Directors shall be elected from the membership and the fourth Director shall be the immediate Past-Commodore.

Section 3. ELECTION OF OFFICERS AND DIRECTORS: Elections shall be held at the Fourth Quarterly Meeting. The membership shall be presented with the slate of candidates prior to the Fourth Quarterly Meeting. All elections shall be conducted by secret ballot.

Flag Officers shall be elected for a term of one year. The Secretary and Treasurer shall be elected for a term of one year and may be re-elected. One Director shall be elected each year for a term of two years, with the term to overlap the remaining Director by one year. Directors may be re-elected. Elected officers and Directors shall assume their duties on January 1 of the following year.

Section 4. DUTIES:

A. The Commodore shall be the Chief Executive Officer of the Corporation and shall preside at all membership meetings and meetings of the Board of Directors. The Commodore shall be an ex-officio member of all standing and special committees except the nominating committee.

B. The Vice Commodore shall assist the Commodore in the discharge of their duties and in the event of the Commodore's absence shall officiate in their stead. The Vice Commodore shall also serve on the audit committee. (*Amended March 2014*)

C. The Rear Commodore shall assist his/her superior officers and in the absence of the Vice Commodore shall assume their duties. The Rear Commodore shall also serve on the audit committee. (*Amended March 2014*)

D. The Secretary shall keep a record of all the proceedings of the Club and Board meetings and have charge of all Corporation records. The Secretary shall also be responsible for other duties listed in the By-Laws.

E. The treasurer shall be custodian of all corporate funds, keep a complete and accurate record of all transactions, report and provide quarterly statements to the membership at the time of regular meetings. The treasurer shall also pay all bills related to the normal functions of the club as they come due. An individual bill in excess of \$250 must receive approval or prior approval of the board. *(Amended March 2014)*

Section 5. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by the Board of Directors as herein before provided.

B. The Board of Directors shall fill any vacancy in any flag officer or Director position occurring for any reason within thirty (30) days: such appointment to run for the balance of the term for that officer or Director position.

C. The Board will consider and adjudicate any grievance relative to the Club or its members of which notice is received in writing. It will take disciplinary action against any member when necessary even to the extent of suspension or expulsion as outline in Article IV, Section 3. The Board also has the power to reinstate.

D. The Commodore, with the advice and consent of the Board of Directors, shall appoint and may remove Committee Chairmen and Fleet Captains as the Commodore may deem necessary or as the By-Laws direct. Appointees shall hold office for one year or for the duration of a special function for which they were appointed. There will be two (2) standing committees; nominating and membership.

6. AGE RESTRICTIONS

All members must be twenty-one (21) years of age or older. The age restrictions on all members shall automatically be amended in these By-Laws to coincide with any change in the State of Washington laws governing the legal age to consume alcoholic beverages.

Section 7. ROBERTS RULES OF ORDER

The Roberts Rules of Order, Revised shall be the governing rules for any meetings of the Cathlamet Yacht Club, unless in conflict with these By-Laws.

Section 8. CLUB FISCAL YEAR

A. The club fiscal year shall be from January 1st to December 31st for Internal Revenue Service (IRS) reporting and normal budgeting purposes. *(Amended March 2014)*

B. An annual audit of the treasurer's records from the previous fiscal year shall be performed each year by the audit committee, which shall consist of the Vice Commodore, Rear Commodore and a past Treasurer. The audit committee's report shall be presented to the board by February 28. *(Amended March 2014)*

C. The audit committee shall prepare an annual budget for the current year beginning March 1 through February 28 and a report shall be presented to the board by February 28. *(Amended March 2014)*

Section 9. FLAG ETIQUETTE

The insignias and pennants of the officers of the club shall be designated for such office by the latest revision of Chapman's Piloting, Seamanship & Small Boat Handling.

ARTICLE VII

MEETINGS

Section 1. The general membership meetings will be held at a time and place selected by the Board.

Section 2. Special meetings may be called by the Board of Directors or by written requests of ten (10) members filed with the Secretary who will give due notice to all members by e-mail.

ARTICLE VIII

AMENDMENT OF BY-LAWS

The By-Laws may be amended via the following steps:

A. Present proposed amendment(s) as a motion from the floor at a quarterly meeting or directly in writing to the Board at any time.

B. Proposed amendments will be published and sent to all Cathlamet Yacht Club members by the secretary via e-mail at least ten (10) days prior to the next quarterly meeting.

C. Proposed amendments (or floor modifications thereof) must receive a majority vote of two-thirds (2/3) of voting members present at the next quarterly meeting.

ARTICLE IX

DISPOSITION OF FUNDS

In the event of the dissolution of the Club any remaining assets after discharging all liabilities and obligations shall be returned to the active members in equal shares, such disposition to be made by the last Board of Directors to hold office.