

BYLAWS OF YAQUINA BAY YACHT CLUB

ARTICLE I.

Name and Purpose

- A. Name: The name of this organization is the "YAQUINA BAY YACHT CLUB", Hereafter called "Club."
- B. Purpose: The purpose of this Club is:
 - 1. To establish and maintain a yacht club on Yaquina Bay in Lincoln County, Oregon, for the promotion and enjoyment of aquatic sports of every nature, particularly yachting and the science of seamanship and navigation and for civic benefit of the communities now or hereafter established on and in the vicinity of Yaquina Bay.
 - 2. To serve the social needs of its membership. To promote good fellowship, good will, and to encourage the spirit of hospitality between the members of this club and the members of other similar clubs and groups, wherever situated and to exchange club courtesies with such organizations.

ARTICLE II.

Membership

- A. Eligibility: Any person interested and willing to assist in furthering the purpose of the club is eligible for membership.
- B. Classes and Privileges:
 - 1. Individual Membership: This membership is for a sole participant in the Club who is 18 years or older. Individual members in good standing are eligible to use club property in accordance with current operational policy, attend all meetings and activities, vote on all club matters and hold elective office. Individual members have one vote.
 - 2. Household Membership: This membership is for a family unit with two or more people participating in the Club. Household members in good standing are eligible to use club property in accordance with current operational policy, and attend all meetings and activities. Two members in the household over the age of 18 may vote on all club matters and hold elective office.
 - 3. Student/Military Membership: This membership is for a full time student or active military with current ID. Student or Military members in good standing are eligible to use club property in accordance with current operational policy and attend all meetings and activities. Student or military members 18 and older may have one vote. Student or Military members may not hold elective office.
 - 4. Life Membership: An individual or household member who meets one of the following criteria :
 - a. has 20 years of membership in the Club and is at least 65 years old;
 - b. has 20 years of membership in the Club, the endorsement of a quorum the Board members and the member has been an Officer, Committee Chairperson, boating instructor or combination thereof for at least 5 years; or
 - c. submits a one time payment equal to 25 years of current membership dues.Life members have the privileges of Individual or Household members but shall, upon

designation as a Life Member, be exempt from all further payment of dues.

5. Honorary Membership: Persons inducted into the club for exceptional achievement or service in furthering the purposes of the Club. Honorary members may attend all meetings and participate in all activities of the Club without payment of dues but may not vote or hold elective office. Honorary membership is valid for the calendar year after it is bestowed.

6. Crew Membership: An individual may join as a Crew Member for a maximum of 2 years and when sponsored by a Club skipper. Crew Members may attend all meetings and activities. Crew Members May not vote or hold elective office.

ARTICLE III.

Membership Processes

A. Individual, Household and Student members: Applicants for membership shall be supplied a copy of the club Bylaws, policies, and dues schedule upon request. Applicants shall complete an application form supplied by the Club which includes an agreement to abide by the Bylaws, policies, and dues schedules of the Club. All applications shall be accompanied by the applicable dues and initiation fee. All applications for membership shall be submitted to the Membership Committee for consideration and recommendation to the Board of Directors. The applicant will be promptly notified of the Board's decision.

B. Life Members: Each year the Membership Committee reviews the current membership and recommends those who qualify for Life Membership to the Board for approval.

C. Honorary Members: Any member may propose any person for Honorary membership. No application for membership shall be required for Honorary membership, The proposal shall be submitted to the Membership Committee for consideration and recommendation to the Board of Directors. In the event of acceptance the Honorary member will be promptly notified and awarded their membership at the Annual Meeting of the General Membership.

D. Terminating Membership - Membership in the Club may be terminated for any of the following reasons:

1. Habitual or intentional failure to support the purposes of the Club.
2. Delinquency in the payment of dues for a period of ninety (90) day days or more.
3. Conviction of a crime involving moral turpitude.

The Board of Directors may, after giving reasonable warning and opportunity for correction, may terminate a member for cause by a majority vote of those Board members present at any regularly scheduled Board meeting. Persons whose membership in the Club is terminated shall be notified promptly and shall return any Club property in their possession.

Article IV.

Meetings

A. Regular Meetings: There shall be at least one regular meeting of the general membership per year at a time and place established by the Board of Directors. This annual meeting will be held for the purposes of electing officers, presenting a financial report, and other special reports or proposals.

B. Board Meetings: The Board of Directors shall meet at least one time during the year.

C. Special Meetings: Special meetings of the general membership may be called at any time by the commodore, a majority of the Board of Directors or a group of not less than 5% of the voting members.

D. Meeting Notices: Notices of all board and general membership meetings will be communicated to the current membership at least 7 days prior to the meeting and shall specify the day, time, place and general nature of the business to be conducted. Notice of meetings to consider the sale, lease, exchange or mortgage of all or substantially all of the assets of the club shall comply with applicable statutory requirements.

E. Quorum: No minimum number of members is needed to transact business at a general membership meeting. Members in good standing may vote in person or by proxy. A majority of Board members must be present to transact Club business at a Board meeting. Board members may vote in person or by proxy.

F. Rules of Order: Roberts Rules of Order - Revised, shall be used where applicable to conduct the business meetings of the Club.

Article V.

Assessments

A. Dues:

1. The Board of Directors shall estimate yearly the expected expenses of the Club and the expected income (other than dues) to be received. The Board shall thereafter set dues payable by each class of membership for the ensuing year as part of the new year's Budget process.
2. Dues shall be payable in advance.
3. Initial dues for new members may be prorated on a monthly basis and applied to the year in which the member joins.
4. All renewals will be for a one year period and are payable in November.
5. Written notice of any increase in dues shall be given at least 30 days in advance of the effective date.

B. Initiation Fees:

1. The Board of Directors shall establish initiation fees for new memberships of each class as part of the new year's Budget process.
2. The initiation fee is a one time assessment paid at the beginning of a continuous membership period; any exception to this must be approved by the Board.

C. Special Assessments:

1. Under extraordinary circumstances the Board may propose that a special financial assessment be levied to all members. Such a special financial assessment must be for a clearly defined purpose and must state the time period in which the funds raised will be used. To be enacted, such a proposal must win 2/3 majority approval of the Board members followed by 2/3 majority approval of the General Membership.
2. Such a special assessment, if approved, may be used only for the stated purpose within the specified time period. The time period may be extended once by a 2/3 majority approval of the board followed by a 2/3 majority approval of the General Membership. If the funds raised have not been used at the end of the time period, the Club Treasurer shall promptly distribute said remaining funds back to the membership.

Article VI.

Board of Directors

A. Members: The Board of Directors is composed of the Commodore, Vice Commodore, Rear

Commodore, Secretary and Treasurer and the Chairpersons of the nine operational Committees.

B. Duties: The Board is responsible for the general management of the activities and property of the Club and may exercise on its behalf those powers necessary to fulfill that responsibility in a prudent and responsible manner. The Board shall have the right to appoint committees and adopt rules and policies necessary to properly carry out the purposes for which this Club was formed. The approval of a Memorandum of Agreement or Memorandum of Understanding requires the approval of the majority of the elected/appointed YBYC Board of Directors and the vote must take place at a YBYC Board Meeting.

C. Terms of Office: Each Director shall serve a term on the Board coextensive with the term of his or her underlying office. However, any Director who fails to serve as an active, responsible, contributing member of the Board may, upon 20 days written notice and opportunity to be heard, be removed by a majority of the remaining members of the Board. Removal from the Board shall also oust the Board member from his or her underlying office.

D. Vacancies: Any vacancy on the Board may be filled for the remainder of that term by a majority vote of the Board.

Article VII.

Officers

A. Officers: The officers of the club shall be Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer.

B. Duties of Officers:

1. The Commodore shall:

- a. Preside at all meetings of the membership and the Board of Directors.
- b. Appoint any member of the Club in good standing, with the consent of the Board of Directors, to any vacancy occurring in an appointive position in the Club for the remainder of the regular term of the position.
- c. Call special meetings of the membership or the Board of Directors, and shall prepare the agenda for all such meetings.
- d. Act as ex-officio member of all committees except the nominating committee.
- e. Assume other duties necessary to the best interest of the Club as directed by the Board of Directors.

2. The Vice Commodore shall:

- a. Preside at all meetings of the club and the Board of Directors when the Commodore is not in attendance.
- b. In the event of the absence, resignation or removal of the Commodore, the Vice Commodore shall exercise all the authority, privileges and powers of the Commodore.
- c. Focus on coordination/facilitation and management of the Operational committees.

3. The Rear Commodore shall:

- a. In the event of absence, resignation or removal of the Vice Commodore, exercise all the authority, privileges and powers of the Vice Commodore.
- b. Focus on the coordination/facilitation and management of the Support Committees.

4. The Treasurer shall:

- a. Be the chief fiduciary officer of the Club responsible for the receipt and deposit of all Club money.

- b. Make all authorized disbursements to cover the expenses of the Club.
 - c. Keep an accurate book record of all monetary related transactions.
 - d. Make written reports of Club financial affairs as the Board of Directors may require.
5. The Secretary shall:
- a. Keep minutes of all meetings of the Club and Board of Directors.
 - b. Handle the correspondence of the Club as directed by the Board.
 - c. Maintain an accurate data base of the current Club membership with associated appropriate information.
- C. Terms of Office: Officers shall take office on the first day of the month following the November annual meeting and serve for one year or until their successors are elected and qualified.

Article VIII.

Committees

A. Operational Committees

1. House Committee:

Duties: Preserving and maintaining all land properties of the Club. Scheduling and collecting fees for facility rental.

2. Fleet Committee

Duties: Preserving and maintaining all boats and related marine property of the Club. Collecting fees for dock storage and/or moorage.

3. Membership Committee:

Duties:

- a. Reviewing applications for membership,
- b. Advising the Board regarding acceptance or denial of membership applications or securing additional information about an applicant for the Board,
- c. Notifying applicants of the Board's decision.
- d. Maintaining an accurate data base of the current Club membership with associated appropriate information.

4. Racing & Cruising Committee

Duties: Directing and controlling of all Club sponsored races and cruises including planning of all races, responsibility for racing equipment, race 'committee', protest 'committee', trophies, race paraphernalia, interface with external yacht clubs, and interface to the US Coast Guard as required.

5. Hospitality Committee

Duties: Arranging for appropriate entertainment and/or refreshments for Club activities.

6. Newsletter & WEB Committee

Duties: Editing and distributing the Club Newsletter and Web page. Provide written notice of all Club meetings and activities to the membership.

7. Educational & Training Committee

Duties: ~~a.~~ Responsible for coordinating all Club training activities and interfacing with instructors for those classes or activities. Classes may include: Adult Sailing Classes; Youth Sailing Classes; Kayak Classes; Club Powerboat training; Other training as required and designated by the Board.

8. Publicity and Public Relations

Duties:

- a. Publicizing all Club activities and concerns to the general public, including races, regattas, training, cruises and others as directed by the Board.
- b. Interface with newspapers and radio media regarding Club activities.

9. Youth Sailing

Duties: Developing and overseeing the Club's Youth Sailing Program including coordinating and interfacing with the local school district as necessary.

B. Support committees

1. Nominating Committee

The Nominating Committee will consist three members of which two members are selected by the Vice Commodore and one member selected by the Rear Commodore.

The Nominating Committee shall be convened in the month of September of each year.

Duties: Selecting nominees for Club officers and operational committee chairpersons and submitting the names to the Commodore, after confirming that proposed nominees will serve if elected, in ample time for the Newsletter & WEB Committee to notify the membership of the proposed slate of nominees by mail 30 days in advance of the Annual Member Meeting date.

2. Historical Committee

Duties: Maintaining a documentary and pictorial history of Club activities, elections, accomplishments of officers and members, and other items of interest for posterity.

3. Ship Stores Committee

Duties: Promote sale of Club items and maintain stock giving periodic financial reports to the Club Treasurer as requested by the board.

4. Planning Committee

Duties: Developing long range plans as directed by the board.

5. Special Project Committees

Duties: Perform special Club projects as directed by the Board.

6. Audit Committee

Duties: Perform annual audits as directed by the board.

C. Appointment of Support Committee Chairpersons: Club members shall be appointed to serve as Support Committee Chairpersons by the Board of Directors. Such appointment shall be made as the needs of the Club require. Appointment of Chairpersons of support Committees shall be promptly announced to the Membership following their appointment. To the extent feasible, such appointments shall be made with regard to the interests and abilities of the member.

D. Term of Service: The term of service for a Committee Chairperson shall begin upon their appointment and they shall serve until their specific task is fulfilled or until their successors are appointed and qualified.

E. Appointment of Committee Members: Club members shall be appointed to serve on committees by the respective committee chairs with notification to the Board. Such appointment shall be made as the needs of the Club requires. To the extent feasible, such appointments shall be made with regard to the interests and abilities of the member.

Article IX.

Elections

A. Nominations: Nominations for officers and operational committee chairpersons shall be presented in writing at the Annual Membership Meeting by the Nominating Committee.

Nominations from the floor will be called for, with the nominees approval, prior to the election process.

B. Elections: Elections shall be by secret ballot excepting when there is only one (1) name in nomination for an office, in which case the Club Secretary may cast the ballot or it may be dispensed with in favor of a voice vote.

Article X.

Club Identification

A. Identification Cards: Each member in good standing shall be issued an identification card by the Club indicating the type of membership held.

B. Club Burgee: The burgee shall be in triangular pennant composed of a red field with shall extend from the vertical side to a diagonal line which bisects the lower corner and mid point of the top side, and a blue field covering the remainder of the pennant. The red field shall be embossed with the block letter "Y". A white silhouette of a sail boat shall be embossed upon the blue field.

Article XI.

Amendments and/or Revisions to Bylaws

A. Amendment Proposals: All proposals for amending these Bylaws shall be submitted in writing to the Board of Directors which shall establish procedures insuring fair consideration of each proposal.

B. Adoption of Amendments: An amendment to these Bylaws may be adopted by the affirmative vote of a 2/3 majority of the quorum present of the Board of Directors at any regular or special meeting for which the proposed amendment has appeared as a part of the call, providing that the action is subsequently approved by 2/3 of the general members present and voting at a membership meeting or in a mail vote by 2/3 of the general members responding.