

Bylaws of Pentwater Yacht Club

Adopted August 7, 2009

ARTICLE 1 - NAME

The Club shall be known as the Pentwater Yacht Club

ARTICLE 2 – PURPOSE

The Club is a not-for-profit organization whose purpose is to stimulate and improve all water activities including sailing, power boating, and associated sports; to promote and engage in social activities, recreation, and good fellowship; and to sponsor the activities of the youth of the Club.

ARTICLE 3 - CLUB BURGEE

The Club Burgee shall be a regulation blue pennant consisting of a Blackhawk Indian emblem on a white circular background.

ARTICLE 4 - MEMBERSHIP

- A. Membership in the Club shall be requested by written application on Club forms to be furnished to any prospective member by any member of the Club or by the Club manager. Applications may also be downloadable from the Club's website. All such completed applications shall be submitted to the Secretary. New members who have joined in the off-season will be issued membership cards valid until March 31. Membership cards will be valid from April 1 through March 31 of the following year. The Board of Directors may limit total membership in the Club as it deems appropriate. A Member is defined as a person whose application has been approved by the Club, whose dues have been paid as required by these Bylaws, and who has not been expelled from the Club.
- B. The Membership Committee shall post a copy of each application in the clubhouse for seven days during the time the Club is open. The applicant shall be deemed to be accepted as a member of the Club upon receipt of his or her membership card.
- C. There shall be the following classifications of and their requirements for membership in the Club:
 - 1. Individual: Persons above the age of twenty-one years. Each member of a Couple, as defined by the Board of Directors, shall join as Individual Members.
 - 2. Intermediate members: Children, or wards of current members of the Club, up to the age of 25.
 - a. Intermediate Members shall be entitled to enjoy membership privileges and Club facilities subject to rules and regulations approved by the Board of Directors.
 - b. Intermediate Members under the twenty-one years of age shall have no voting privileges in the organization, management, or planning of any functions involving the sale or service of alcoholic beverages.
 - c. Intermediate Members shall not be entitled to vote at Club meetings or hold office in the Club.
 - d. An Intermediate Member, upon attaining twenty-one years of age, shall be entitled to regular membership in the Club upon application to the Secretary. Wait list and initiation fees do not apply to intermediate members who assume membership at this first opportunity.

- e. An Intermediate Members may delay application until age 25 if a full time student. Wait list and initiation fees do not apply to intermediate members who assume membership at this first opportunity.
 - f. Spouses of Intermediate Members assume the status of the intermediate member i.e. waitlist position and initiation fee waiver.
 - g. Intermediate Members who do not join at the first opportunity described in d. and e. above will make application, join the wait list, and pay initiation fees in the same manner as any other person wanting to join the club.
- 3. Life members: Fifty continuous years of membership or as deemed appropriate by the Board of Directors.
 - 4. Distinguished members: These shall have continuously been members of the Club for thirty-five years and be seventy years of age or more.

Each such member shall be entitled to enjoy the privileges of Club membership and shall have one vote at the annual meeting or any special meeting of the Club except as specified in item 2 above

- D. Life Membership dues shall be \$ 0.00.
- E. Distinguished membership dues shall be one-half the regular dues.
- F. A member of the Club may resign membership by written resignation to the Board of Directors. Such resignation shall be given to the Secretary who shall forward the same to the Board at its next regular meeting.
- G. The Board of Directors shall have the authorization to establish a junior yacht club at its discretion with an appropriate dues structure.

ARTICLE 5 - FLAG OFFICERS

- A. The Flag Officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer.
- B. No Club member shall be eligible to serve as a Flag Officer until at least one year of membership in the Club shall have been completed.
- C. No Club member shall be eligible to serve as the Commodore until at least one term as a Director or as Flag Officer other than Commodore shall have been completed.
- D. The Flag Officers shall assume their respective duties at the start of the fiscal year for which they are elected and shall serve a term of one year.
- E. A Flag Officer, except the Commodore, may resign office by written resignation submitted to the Commodore. The Commodore may resign office by a written resignation submitted to the Board of Directors at a regular meeting or special meeting of the Board of Directors called for that purpose.

- F. Any vacancy in a Flag Office shall be filled by appointment of the Board of Directors acting at a regular meeting, or a special meeting called for that purpose, for the remainder of the vacant term.

ARTICLE 6 - DUTIES OF THE FLAG OFFICERS

Duties of the Flag Officers are many and varied. Duties identified herein may be delegated by the responsible Flag Officer to, and dispersed among, appropriate committees and individuals.

- A. Commodore: The Commodore shall be the chief officer of the Club and shall command the Club fleet, preside at all meeting of the Club and of the Board of Directors, and shall enforce these Bylaws and the rules and regulations of the Club. The Commodore shall appoint all Club committees and their respective chairmen except as indicated in these Bylaws and shall be an ex-officio member of all committees. All committee members shall serve at the discretion of the Commodore. In the event of the temporary absence of the Secretary or Treasurer, the Commodore may appoint a member of the Club as acting Secretary or Treasurer. The commodore is responsible for coordinating the publishing of the official yearbook and setting the calendar for the Club.
- B. Vice-Commodore: The Vice-Commodore shall assist the Commodore in the discharge of the Commodore's duties. The Vice-Commodore shall be in charge of, and responsible for, the day-to-day operations of the Club, including special events, and shall be a member of the House Committee. In the event of the Commodore's absence or a vacancy in office, the Vice-Commodore shall act as Commodore.
- C. Rear-Commodore: The Rear-Commodore shall assist the Commodore and Vice-Commodore in the discharge of their duties, shall serve on the Finance Committee and chair the Nominating Committee. In the event of the Commodore's absence or vacancy in office, the Rear-Commodore shall act as the Vice-Commodore.
- D. Secretary: The Secretary shall keep a true record of the proceeding of all meetings of the Club and Board of Directors, serve on the Membership Committee, and be responsible for keeping a correct roll of the members; notify the Treasurer before the annual meeting of the number of members, retain all documents, records, reports, and communications connected with Club business, prepare and file all forms and reports, except taxes required of the Club under the state and federal laws and regulations, conduct correspondence of the Club as directed by the Board including being responsible for notices for dues, assessments, and membership fees, notify new members of Club membership, furnish a copy of Bylaws to new members, send membership cards to members in good standing, send each member notice of the annual meeting and any special meeting; send to each director notice of each regular or special meeting, prepare ballots for the annual meeting, send out to membership the slate of officers seven days prior to the annual meeting.
- E. Treasurer: The Treasurer shall collect, receive, and account for all monies due to or expended by the Club, expend funds to pay all obligations of the Club when properly approved by the Commodore or Board of Directors, report at the annual meeting as to the receipts, disbursements, and financial condition of the Club, including a statement of the amount of money then in the Treasurer's possession of the Club accounts, make investments of the Club's funds with approval of the Finance committee and shall be a member of the finance committee. The Treasurer is responsible for the preparation of all financial reports and filing of all tax forms and returns required of the Club. Prior to suspension of a member for late dues, fees, and/or outstanding charges, the Treasurer shall cause to be sent a certified letter to that member. The Treasurer shall furnish bond for faithful performance of duties, the cost of which will be paid by the Club.

ARTICLE 7 – ANNUAL MEETINGS

- A. The Annual Meeting of the members of the Club shall be held on a Friday in August during the first three weeks of the month or as otherwise determined by the Board of Directors. The Board will inform the Members through the newsletter of the date and time of the annual meeting no later than May of each year. The following order of business shall be observed by the Commodore presiding over the Annual Meeting and shall not be departed from except by a two-thirds majority of the members present in person or by proxy:
1. Call to order by the Commodore
 2. Announcement of approval of the minutes of the prior Annual Meeting, as posted.
 3. Nominations
 4. Elections
 5. Reports of the Secretary and Treasurer
 6. Reports of the Committees
 7. Discussion of matters for the good of the Club
 8. Adjournment
- B. Nominations at the Annual Meeting shall be presented by the Nominating Committee and may also be made from the floor for any office by any member of the Club. The Committee's recommended nominations will be provided to the Members with the notice of the annual meeting at least one week prior to the annual meeting. The Nominating Committee shall nominate not more than one person for each available position. Elections shall be conducted by voice vote for all uncontested offices and shall be conducted by written ballot for all offices wherein more than one member has been nominated. Members may vote in person, or by designating a Proxy, at any annual meeting or special meeting of the Club.
- C. A special meeting of the Club may be called at any time by the Commodore, the Board of Directors, or twenty per cent of the members in good standing of the Club upon written request submitted to the Secretary.
- D. The Secretary shall provide advance written notice of the Annual Meeting, and of any special meeting of all Club members in good standing, at least seven days prior to such meeting. This notice may be sent by either first class mail, or electronic mail, to the address or email address published in the current Club directory.
- E. For the purposes of this article, "members" shall be construed to mean members of the Club present at the Annual Meeting in person or as a proxy, provided, however, that no business of any nature shall be transacted by the members at any meeting unless there be present in person or by proxy at least 100 members of the Club in good standing.

The minutes of each Annual Meeting will be presented to the Board at its next regular meeting for approval. The approved minutes shall be posted on the Club bulletin board and/or the Club web site, and shall be distributed at the next Annual Meeting.

Proxy voting shall be allowed at the Annual Meeting or at special meetings of the membership. Any member may designate any other member as a Proxy, using a form provided by the Secretary. The Proxy shall be provided with ballots for elections and other balloted votes at the Annual Meeting.

ARTICLE 8 - BOARD OF DIRECTORS

- A. The Board of Directors of the Club shall consist of fourteen Directors, including the Flag Officers and nine members of the Club in good standing at-large, including one past PYC Commodore or member with fifteen or more continuous years of membership in the Club, and the immediate past PYC Commodore. All members of the Board of Directors shall have one vote. The terms of at

least two at-large Directors shall expire at the end of each fiscal year and they shall be replaced by election at the Annual Meeting for each year. No at-large Director shall serve more than two consecutive elected terms in that capacity. The terms of office for at-large Directors shall be three years. No Club member shall be eligible to serve as an at-large Director until at least one year of membership in the Club shall have been completed.

- B. The Board of Directors shall be the governing body of the Club. The Board shall establish or approve all matters of policy and all rules and regulations of the Club. The Board shall investigate all alleged violations of the rules and regulations of the Club by members or other persons and shall take such action as deemed appropriate by the Board, subject to the requirements of these Bylaws. Any member aggrieved by any action of the Board may appeal to the Club membership at the next Annual Meeting by filing written notice of appeal with the Secretary at least ten days prior to the next Annual Meeting. A motion duly made, seconded, and approved by a majority affirmative vote at the Annual Meeting, will reverse the Board's action.
- C. The Board of Directors shall conduct at least three regular meetings during each fiscal year of the Club. Special meetings of the Board may be called at any time by the Commodore or other Flag Officer acting in the Commodore's office, or by the request of at least five Directors or at least twenty per cent of the members of the Club. Advance notice shall be given to all Directors by the Secretary of each regular or special meeting except in case of emergency. At any regular or special meeting of the Board of Directors, seven Directors shall constitute a quorum for the transaction of business. Any Board member participating by teleconference or similar means shall be counted as present at the meeting.
- D. The resignation of a Flag Officer shall also constitute a resignation from the Board of Directors. An at-large Director may resign from the board by written resignation to the Commodore. Any at-large Director vacancy on the Board shall be filled by appointment of the Board of Directors acting at a regular meeting or a special meeting called for that purpose.
- E. The Board of Directors may from time to time appoint such honorary officers as the Board shall deem appropriate.

Board meetings will be open to all members and the minutes will be available to all Members, subject to Section G below. Non-board members may participate by submitting items for the agenda to the Commodore or Secretary seven days prior to the scheduled meeting. The presiding officer of the Board meeting shall have the discretion to recognize non-Board members during discussion of any agenda items. Non-Board members and ex-officio members shall not have a vote in Board decisions.

The Board may, at its discretion, go into executive session for issues relating to disciplinary procedures; to consult with its attorney about trial or settlement strategy in pending litigation; to consider the purchase or lease of real property; for personnel issues; or for financial negotiations. The Board shall enter executive session when requested by the subject(s) of a disciplinary procedure.

ARTICLE 9 - DUES, FEES, AND ASSESSMENTS

- A. Annual dues shall be established by the Board of Directors and shall be billed to each member during the month of January of each fiscal year. Dues for the current year shall be payable on or before March 1. Dues not paid by March 1, but paid by April 1, shall be assessed a late fee. The amount of the late fee shall be determined by the Board. The Secretary shall report members in arrears at the first regular Board of Directors meeting held after March 1. Members that have not paid their dues and late fees by April 1 shall automatically forfeit membership in the Club as of April 1. Such members that wish to rejoin the Club must re-apply as a new member with all corresponding dues, fees, and assessments in order to again become a member in good standing. The Board shall have the authority to extend the dates for payment of dues in unusual cases on an individual basis. The initiation fee for membership in the Club shall be established from time to time by Board of Directors and shall be charged to all new members to the Club by the Secretary at the time of admission to the Club.

- B. The initiation fee for membership in the Club shall be established from time to time by Board of Directors and shall be charged to all new members to the Club by the Secretary at the time of admission to the Club.
- C. Assessments, in addition to fees, may be established from time to time by the Board of Directors when deemed appropriate and necessary for the good of the Club. Written notice of any such assessment shall be sent to each member and such notice shall specify the time by which the assessment shall be paid and the purpose thereof

ARTICLE 10 – STANDING COMMITTEES

There shall be appointed by the Commodore the following Standing Committees, each consisting of no less than three members:

- A. House Committee
- B. Membership Committee
- C. Building Maintenance and Improvement Committee
- D. Regatta Committee
- E. Finance Committee
- F. Nominating Committee
- G. Planning Committee
- H. Insurance Committee
- I. Articles of Incorporation, Constitution and Bylaws Committee
- J. Stations Committee
- K. Communications Committee
- L. Apparel
- M. Club Appearance
- N. Flowers
- O. History and Tradition
- P. PYC Youth
- Q. Social Events
- R. Thursday Night Dinners

Standing Committees are Committees of the Club, and report to the membership. Standing Committees reports shall be an agenda item at all regular Board meetings for informational purposes, and at the Annual Meeting. All Standing Committees may provide information to the Board.

ARTICLE 11 – DUTIES OF COMMITTEES

- A. House Committee: The House Committee shall keep a record of its proceedings, have general supervision of the Clubhouse and its contents, recommend the purchase of all needed supplies and articles for use in the Clubhouse, set the menu and prices paid for articles and services sold in the Clubhouse, establish and enforce with the approval of the Board of Directors all house rules as deemed necessary or appropriate, and recommend to the Board of Directors what bonuses, if any, are to be paid to staff.
- B. Membership Committee: The membership committee shall consider and determine the qualifications of all applicants for membership in the Club, act upon all applications for membership referred by the Secretary to the Committee, act on all

complaints concerning current or prospective members, and promote new membership to the Club. The Membership Committee shall include the Secretary and one Board member. The Committee's responsibilities shall include assisting the Secretary in preparing notices for dues, assessments, and membership fees, notifying new members of Club membership, and sending membership cards to members in good standing. The Committee shall welcome new members at the New Member Brunch. The Committee shall send each new member an informational letter about the Club. They will call all new members and welcome them to the Club, and offer to answer questions. They will inform a Sponsor of a new member of their duties as a Sponsor.

- C. Building Maintenance and Improvement Committee: The Building Maintenance and Improvement Committee shall investigate and recommend to the Board of Directors any improvements to the building structure of the clubhouse, including its building systems and fixtures, and shall maintain and improve the facilities of the Club.
- D. Regatta Committee: The Regatta Committee shall arrange and conduct all races held by or under the direction of the Club, in conformity with the racing rules of US Sailing or its successor, consider all questions respecting such races, penalize any contestant violating such racing rules, postpone any race or order it discontinued or re-contested in the Committees discretion, record in a book for that purpose all protests filed together with its decision thereon, file with the Secretary a copy of the annual report of the Committee, establish the yachting season for all races, collect appropriate fees, transmit to the Treasurer all monies received for the Club from this source. The chairman shall have custody of all Club trophies.
- E. Finance Committee: The Finance Committee shall consider all finance propositions of the Club, examine the books, vouchers, records, and accounts of the Secretary and Treasurer and report in detail concerning the same at the annual meeting of the Club or whenever requested by the Board of Directors at a regular or special meeting of the Board, recommend and approve investment of Club funds by the Treasurer, and establish the annual budget.
- F. Nominating Committee: The Nominating Committee chairperson shall be the Rear Commodore. The Nominating Committee shall consist of four members in addition to the Chairman. The members shall be selected by the Chairperson, and shall include at least one past PYC Commodore or member with fifteen or more continuous years of membership in the Club.

The Nominating Committee shall, prior to the annual meeting, consider and select candidates for all offices of the Club, including Flag Officers and Directors at-large. They shall inform the Secretary to prepare ballots for the elections at the Annual Meeting, post the slate of candidates at least seven days prior to the annual meeting, present its nominations at the Annual Meeting, and introduce the candidates if they are present.

- G. Planning Committee: The Planning Committee shall develop short, medium, and long term plans for changes to the Club and make recommendations to the Board of Directors. They shall from time to time survey the membership to obtain their recommendations and use this information for the benefit of the Club.
- H. Insurance Committee: The Insurance Committee shall review all of the Club's insurance needs. They shall recommend to the Board of Directors the types and amounts of insurance coverage they feel should be carried by the Club. The Insurance Committee shall compare the insurance cost and obtain bids from three companies every two years to insure the Club is receiving the best coverage for the money spent.
- I. Bylaws Committee: The Bylaws Committee shall review the Bylaws at least every five years. The Committee shall present recommended Bylaws changes to the Board. Recommended changes shall be submitted to the Membership by the Committee at

the next Annual Meeting. The Committee shall assist the Secretary in sending proposed changes to the membership with the notice of the Annual Meeting.

- J. Stations Committee: The Stations Committee will establish enforce, and revise annually the rules for the operation of the marina; recommend to the Board of Directors improvements and repairs to the marina facilities; assign slips according to the rules of the marina; establish rules for the operation of the front dock for club boats, transient reciprocal boats, and special events that effect its use; review annually and recommend to the Board of Directors all slip fees, docking charges and other fees related to the marina; assist the Treasurer in the collection of all fees; and provide the Board of Directors an annual report of marina operations. The Stations Committee is responsible for obtaining necessary permits for marina operations and improvements.
- K. Communications Committee: The Communications Committee will assist, as designated, the Commodore in the newsletter; maintaining the website: assist the Commodore and Secretary, as designated, in publishing the annual yearbook; and assist, as designated, the Secretary in sending out informational mailings and notices.

The Club shall have ongoing use of all content on the website. The website domain name shall, at all times, be the property of the Club. The website login and password information shall be made known to the Commodore and webmaster. The Club webmaster will be appointed by, and serve at the pleasure of, the Commodore.

- L. Apparel. The Apparel Committee shall purchase, assign prices and codes, and oversee the sales of all products which the Club markets to members and others.
- M. Club Appearance. The Appearance Committee shall oversee the interior appearance of the Club.
- N. Flowers. The Flower Committee shall manage the interior and exterior flowers and plants.
- O. History and Tradition. The History and Tradition Committee shall oversee the acquisition and maintenance of scrapbooks, documents, images, and other items of historical importance to the Club. From time to time, this Committee shall prepare descriptions of the Club's history and traditions.
- P. PYC Youth. The PYC Youth Committee shall oversee activities aimed at the youth that are related to Club members.
- Q. Social Events. The Social Events Committee shall recommend dances and other events to the Board, and shall work with the Board to generate sub committees for individual events.
- R. Thursday Night Dinners. The Thursday Night Dinners Committee shall be chaired by the Rear Commodore. This Committee shall be responsible for designating sub committees and themes for the Thursday night dinners, and for maintaining cost and expense information for these events.

ARTICLE 12 - EMPLOYEES

The Vice Commodore shall be responsible for the interviewing, recommending to the Board of Directors for hiring, and supervising of all Club employees.

ARTICLE 13 - OBLIGATIONS

All obligations and written agreements of the Club shall be signed by the Commodore and countersigned by the Secretary or Treasurer.

ARTICLE 14 - FISCAL YEAR

The fiscal year of the Club shall be from January 1 December 31.

ARTICLE 15 - AMENDMENTS

- A. Amendment of these Bylaws shall require a two-thirds majority of the members voting in person or by proxy at the annual meeting or a special meeting called for that purpose. A copy of the proposed amendment(s) to the Bylaws shall be sent to all members prior to such meeting by the Secretary, along with the required notice of the meeting. Any such amendment to the Bylaws shall become immediately effective upon its approval by the Club.
- B. Amendments to these Bylaws may only be proposed to the membership by the Bylaws Committee, or by petition of not less than twenty percent of the Club members. Such petitions shall be received by the Secretary not less than 28 days before the annual or special meeting. Such proposed amendments shall be considered at the next Annual Meeting of the Club or a special meeting if the petitioners call the same. Amendments proposed by petition of 20 percent or more of the members shall be considered as if they had been proposed by the Bylaws Committee.

ARTICLE 16 - PROCEDURE AND PARLIAMENTARY AUTHORITY

The latest edition of "Robert's Rules of Order" shall be the Parliamentary Authority. The Chairman of any meeting may appoint a parliamentarian for such meeting if desired.

ARTICLE 17 - INDEMNIFICATION

The Club shall indemnify the elected Board, its elected members and officers who are named as a party to any pending or threatened complaint, litigation, action, suit, or proceeding against judgments, penalties, fines and attorney's fees, up to the value of the net assets of the Club. This indemnification will apply provided the named person(s) were acting within the scope of these Bylaws and pursuant to a matter approved by an action of the Board and/or consistent with the purpose of the Club. In order to be indemnified the named person(s) must have been acting in good faith and in a manner reasonably believed to be in the best interest of the Club.

ARTICLE 18 – DISCIPLINARY PROCEDURES

Alleged infraction of the Club's rules may require formal disciplinary procedures. Such procedures shall follow the recommendations in the Disciplinary Procedures section of the Parliamentary Authority.

ARTICLE 19 – CLUB OWNERSHIP AND DISSOLUTION

The Club is owned by its current Individual, Life and Distinguished members [the Owners]. Voluntary dissolution of the Club shall require an affirmative written vote by two thirds of its Owners. Any financial proceeds of dissolution shall be distributed to the Owners. For the purpose of this Article, a member who dies shall remain a member until April 1 of the following year.