

By-Laws of Pentwater Yacht Club

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 - 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 to the Commodore. The Commodore may resign office by a written resignation 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 5 - DUTIES OF THE FLAG OFFICERS

Duties of the flag officers are many and varied. Duties identified herein should be delegated 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 by-laws and the rules and regulations of the Club. The Commodore shall appoint all Club committees and their respective Chairpersons 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 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 responsibility for notices for dues, assessments, and membership fees, notify new members of Club membership, furnish a copy of by-laws 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 he 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 6 - 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. 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.
- 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. When a quorum of the Board cannot be present, meetings may be

conducted by telephone communication between the Directors and a reasonable attempt shall be made to contact each Board member. At least one Board member must be present on site.

- D. The resignation of a Flag Officer shall also constitute a resignation from the Board of Directors. An at-large Director may resign 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.
- F. Board meetings will be open to all members and the minutes will be available to all Members. 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.

ARTICLE 7 - MEETINGS

- A. The annual meeting of the members of the Club shall be held on a Friday 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. Approval of the minutes of the previous 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 but at least one week prior to the annual meeting. 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 proxy filed with the Secretary, 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 any twenty per cent of the members in good standing of the Club upon written permission submitted to the Secretary.
- D. The Secretary shall mail advance written notice of the annual meeting and of any Special meeting to all Club members in good standing at least seven days prior to such meeting.
- E. For the purposes of this article, "members" shall be construed to mean members of the Club present at the annual meeting 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.

ARTICLE 8 - 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. 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. Beginning with the 2005

year, membership cards will be valid from April 1 through March 31 each year. The Board of Directors may limit total membership in the Club as it deems appropriate.

- 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 classification of membership in the Club:
 - 1. **Individual:** persons above the age of twenty-one years.
 - 2. **Intermediate members:** children, wards or spouses of married children or wards of current members of the Club and who shall be between the ages of eighteen and twenty-one years, or dependent children or wards of members who shall be between the age of twenty-one and twenty-three years of age. 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.
 - 3. **Life members:** Fifty continuous years of membership or as deemed appropriate by the Board of Directors.
 - 4. **Distinguished members:** who 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 3 above.
- D. Children and wards of members of the Club who are under eighteen years of age shall be entitled to enjoy membership privileges and Club facilities subject to rules and regulations approved by the Board of Directors, provided however that such children and wards shall not be entitled to vote at Club meetings or hold office in the Club. Any such ward or child upon attaining the age of eighteen years through the age of twenty-three years shall be entitled to Intermediate membership of the club.
- E. Any Intermediate member upon attaining twenty-one years of age or any time thereafter shall be entitled to regular membership in the Club upon application to the Secretary. The spouse of any married intermediate member shall also apply for regular membership at that time. The posting and initiation fee requirements of this article shall not apply to such membership applications by Intermediate members whose parents have remained members in good standing.
- F. Life Membership dues shall be \$ 0.00.
- G. Distinguished membership dues shall be one-half the regular dues.
- H. 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.
- I. The Board of Directors shall have the authorization to establish a junior yacht club at its discretion with an appropriate dues structure.

ARTICLE 9 - CHARTER MEMBERS

DELETED; Article reserved for future use.

ARTICLE 10 - DUES, FEES, AND ASSESSMENTS

- A. Annual dues shall be established from time to time by the Board of Directors and shall be billed to each member by January 1 of each fiscal year. Dues for the current year shall be payable on or before March 1. The Secretary shall report members in arrears at the first regular Board of Directors meeting held after March 1 and thereupon all such members should be automatically suspended from the Club as of April 1. Upon being suspended from the Club, a member must re-apply as a new member with all corresponding dues, fees, and assessments in order to again become a member in good standing.

- 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 for the good of the Club and when deemed appropriate and necessary by the Board. 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 11 - 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 12 - OBLIGATIONS

All obligations, notes, and contracts of the Club shall be signed by the Commodore and countersigned by the Secretary or Treasurer.

ARTICLE 13 - FISCAL YEAR

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

ARTICLE 14 - AMENDMENTS

- A. Amendment of these By-laws 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 By-laws 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 By-laws shall become immediately effective upon its approval by the Club.
- B. Amendments to the By-laws may be proposed in writing to the Board of Directors or by petition of not less than twenty percent of the Club members, which shall be turned over to the Secretary. Such proposed amendments shall be considered at the next annual meeting of the Club or a special meeting if the petitioners call the same.

ARTICLE 15 - PROCEDURE

Unless otherwise provided for in these By-laws, "Roberts Rules of Order" shall govern all matters or questions of procedure or order at any meeting required, permitted contemplated by these By-laws. The Chairperson of any such meeting may appoint a parliamentarian for such meeting if desired.

ARTICLE 16 - INDEMNIFICATION

The Club shall indemnify the elected Board; its elected members and officers who are named as a party to any pending or ongoing complaint, litigation, action, suit, or proceeding against judgments, penalties, fines and attorneys' fees, up to the net assets of the Club. This indemnification will apply provided the named elected Board member(s) and/or officer(s) was acting within the scope of these by-laws 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 elected Board member and/or officer(s) must have been acting in good faith and in a manner reasonably believed to be in the best interest of the Club.

August 30, 2004