

Amendments approved by the Board On February 15, 2017
Amendments approved by the General Membership On March 15, 2017

South Whidbey Yacht Club (SWYC)

By-Laws

Article I: Name & Location

Section 1: The name of the corporation shall be the South Whidbey Yacht Club (the Club). For legal, banking, burgee and reference purposes, it shall also be known as the SWYC.

Section 2: The South Whidbey Yacht Club is organized and incorporated as a not for profit corporation organized exclusively for educational and social purposes under RCW Chapter 24.03 and Section 501 (c) (7) of the Internal Revenue Code.

Section 3: Notwithstanding any other provision of the bylaws, the corporation shall not carry on any activities not permitted by Section 501 (c) (7) of the Internal Revenue code, or corresponding section of any future successor or amendment to that code.

Section 4: The principal office of the South Whidbey Yacht Club SWYC shall be in a place designated by the Board of Directors on Whidbey Island within the State of Washington.

Article II: Purpose and Values

Section 1: The South Whidbey Yacht Club is organized exclusively as an educational and social center for those individuals seeking to learn more about the broad scope of boating, encompassing boating education, development of youth and or adult boating programs, and with a further interest in periodic social gatherings of individuals having like or similar boating interests, including but not limited to programs on boating safety, new equipment and other areas of general interest to boaters.

Section 2: The Club's vision and purpose shall be achieved by adhering to the following core values and principles; inclusive participation for all members, a democratic and open decision-making process, equitable and broad member-based volunteerism, practicing safe and responsible recreation for adults and children, and demonstrating a deep respect for the environment

Article III: Membership, Voting and Dues

Section 1: There shall be no requirements for membership in the Club, either formal or informal, that could serve to restrict any applicant from membership because of the applicant's race, color, sexual orientation, national origin or religion. The Board of Directors may at any time recommend to the membership a limit to the total number of members or number of members within each category of membership the Club shall have.

Section 2: There shall be the four categories of membership as follows:

1. Family: Family members shall be 18 years of age or more who have paid full initiation fees and dues. The adult(s) and minor children shall be considered a single membership for initiation, dues and voting purposes. Family memberships shall have no more than two (2) adult members, both of whom may serve as officers and committee members without restriction.

2. Single: Single members shall be 18 years of age or more who have paid full initiation fees and dues.

3. Junior: Junior members shall be those persons who are not eligible for family membership and who are over 12 and under 18 years of age. A junior member may advance to family or single member status on his or her 18th birthday and must advance at year end of the same year as their 18th birthday unless they are a full time student. Junior members shall not have voting privileges.

4. The Board, at its discretion, may award a Life Membership in recognition of extraordinary circumstance or merit. Life members enjoy all the rights and privileges of family members.

Within each category of membership, those members who joined the South Whidbey Yacht Club on or before May 31, 2004 shall be designated as Founding Members. This designation does not imply any additional rights, privileges or benefits, but serves as recognition for those members who were participants in the original formation of the Club.

Section 3: The terms and conditions applicable to all categories of membership may be changed from time to time by the Board of Directors, except as otherwise noted in these By-Laws. Membership in the Club shall commence upon approval by the Board of Directors and shall terminate except as otherwise specifically provided herein, upon receipt by the Membership Committee of any written notice of resignation.

Section 4: Each family and single membership shall have one (1) vote on all matters requiring general membership approval and decisions. Only single and family members in good standing (dues paid up at a minimum) shall have

voting rights and the privilege of holding elective office.

Section 5: Membership does not imply representation of the Club in any matter except as noted in these By-Laws.

Section 6: Changes to Initiation fees, dues and payment schedules for all categories of membership shall be recommended by the Board of Directors and approved by a simple majority of voting members present at a general membership or special meeting.

Section 7: Membership in the Club may be revoked, by majority Board decision, for the violation of Club By-Laws, rules or conduct detrimental to the good name of the club. No initiation fees, dues or other fees paid shall be refunded to the person whose membership has been revoked.

Article IV: Meetings

Section 1: For any issue that requires the vote of the general membership, a simple majority of the members present shall be required. For specific issues, a proxy vote may be allowed but only by the prior decision of the Board of Directors and with fourteen (14) day notice being provided to the voting members.

Section 2: The Annual Meeting shall be held in November of each year. The purpose of the Annual Meeting is to review the events of the past year; acknowledge the contributions and work of the outgoing elected officers, committee chairs and members; announce the newly elected officers and directors of the Club; and plan and discuss new events and ideas for the coming year.

Section 3: The General Membership meetings of the South Whidbey Yacht Club (SWYC) shall be held on the third Wednesday of each month or as otherwise set by the Board of Directors. At these meeting the Commodore shall submit a report of the affairs of the Club with such recommendations as the Board deems necessary.

Section 4: The Board of Directors shall meet monthly on the 2nd Monday of each month or on a recurring date determined by the Commodore.

Section 5: The Board of Directors may call a special meeting provided that not less than fourteen (14) days notice is provided to the members. During a special meeting only the items on the announced agenda may be discussed and voted upon.

Section 6: Except where inconsistent with these By-Laws, Roberts Rules of Order shall determine the conduct of all Club meetings.

Section 7: Written or formal notice to a member shall be by electronic means unless the member elects to be notified by regular mail.

Article V: Officers, Board of Directors and Committees

Section 1: The Board of Directors of the club shall comprise of the following: Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and up to six, but not less than two Members at Large, one of whom will be the membership Chair. The officers are Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer. The officers and members shall hold office for one year, commencing on their installation at the Annual Meeting held each year. The officers and members shall be eligible for re-election each year, except that the Commodore shall not serve more than two consecutive terms. The previous commodore shall be the Commodore Emeritus, and serve as a non-voting advisor to the Board of Directors. Subject to approval by the Board, the Commodore may appoint officers and Members during the year providing each individual is then included on the annual election slate for a full one-year term following appointment.

Section 2: The government of the Club shall be vested in the Board of Directors, who shall manage the affairs of the Club, control its property, and enforce the preservation of order and compliance to its By-Laws, rules and regulations. The Board of Directors shall meet at least once a month for the transaction of business. A quorum of the Board shall consist of a minimum of 51% of the members, and a quorum shall be required to conduct a Board meeting. At any duly called meeting of the Board, matters requiring Board attention may be passed by a majority vote of the Board members present. In the event that a vote is evenly split, said matter will be tabled until the next meeting at which time it will be voted on again. This process shall be repeated until such time as a majority vote is achieved. The Board may decide, at its option, to put such contested matters to a vote of the general membership. Meetings of the Board shall be open attendance by the general membership; however, at the Commodore's discretion, he/she may decide on a closed-door session for either the entire meeting, or portions thereof.

Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board without prior approval may be subject to the forfeiture of his/her office. In the event of the resignation or removal of a Board member, the Commodore may, at his/her discretion call a special meeting, or open the next general meeting for election of a new Board member to fill the vacancy for the un-expired term.

It shall be the responsibility of the Board of Directors to appoint the Board of Directors (President, Secretary & Treasurer) of SWYCISA in October of each year. If any SWYCISA Director resigns during the year the SWYC Board of Directors shall appoint a replacement.

Section 3: The Commodore may form, with the concurrence of the Board of Directors, any standing or special committees as he/she may deem necessary and advisable.

Committee chairs shall be appointed by the Commodore with the concurrence of the Board of Directors. Chair persons shall serve at the pleasure of the Board. Committee members shall be recruited and selected by the committee chair as they deem necessary and appropriate.

Article VI: Duties Of The Officers

Section 1: The Commodore shall act as the Chair of the Board of Directors and Chief Executive of the Club. When present, the Commodore shall preside at all meetings of the Board of Directors and General Membership meetings. He/she shall have the power to call special meetings of the Board for any purpose, to make and sign contracts and agreements in the name and on behalf of the Club with the approval of the Board, and have general management and control of the business affairs of the Club. He/she shall oversee the Treasurer and insure that the tax reports, statements, and certificates required by the laws under which this Club is organized are properly kept, made and filed according to law, and shall generally do and perform all acts incident to the office of President of a Washington corporation and which are authorized or required by law. The Commodore shall have the power to appoint an alternate for the conduct of meetings of the Board of Directors in his absence.

Section 2: The Vice Commodore shall assist the Commodore in the discharge of his/her duties and in his/her absence or in the case of vacancy of the office of Commodore, shall act as Commodore.

Section 3: The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties, and in their absence or in case of vacancy of these offices to shall act as Vice Commodore or Commodore.

Section 4: It shall be the duty of the Secretary to:

1. Take minutes of all Board, Membership and any special meetings and maintain a record of reports that are submitted.
2. Fill out all documents, reports and communications connected with the business of the Club.
3. Provide timely advanced notice of all regular and special meetings to the members as established in the By-Laws and rules of the Club.
4. Be the communications link between the Board and committee chairpersons and the membership, for the circulation of relevant notices and announcements

Section 5: It shall be the duty of the Treasurer to:

1. Manage the finances of the club under the direction of the Board of Directors.
2. Provide a monthly financial statement and balance sheet to the Board.
3. Have custody of all funds of the Club, which he/she shall deposit and properly maintain and record all financial transactions of the Club, to include deposits and expenditures with proper receipts.
4. Prepare and recommend to the Board of Directors at the December meeting of the Board of Directors an expenditure and income budget for the coming fiscal year.
5. Annually prepare and submit to the membership a report on the financial condition of the Club.
6. Prepare, and submit, subject to review by the Commodore, all financial documents required by Federal and State law. He/she shall retain copies of all legal documents filed by the corporation.

Article VII: Accounts and Funds

Section 1: The Commodore, Vice Commodore and Treasurer shall constitute the Finance Committee of the Club. They shall designate the bank wherein the funds shall be deposited and shall be responsible for overseeing the Club's funds and financial affairs, and will call for an annual review, or may call for an independent audit of the financial records at their discretion. Authorized signatories and levels of authority shall be subject to the approval of the Board. The Club's fiscal year shall be from January 1st through December 31st of each year.

Section 2: The Treasurer and any other member of the Board of Directors may, at the discretion of the Board, be bonded at the expense of the SWYC in such amount as the Board may determine to be adequate for the protection of the Club.

Section 3: The Board of Directors shall be accorded the greatest limitation on individual liability that may be authorized by Washington State Law, provided however, that this limitation shall not eliminate or limit the liability of a Board Member for either acts or omissions that are a result of intentional misconduct. Specific indemnification and limitations may be established as required and detailed in the rules and procedures of the Club.

Article VIII: Election of Officers

Section 1: At the August Board of Directors meeting, the Board shall appoint a Nominating Committee consisting of a Chair, two (2) Board Members and two (2) non-Board members. The responsibilities of the Nominating Committee are to; nominate at least one candidate for each Board position, decided by a majority of the committee. The Nominating Committee shall present its report at the regular September meeting of the membership. At the General Membership meeting, additional nominations may be proposed from the floor providing the nomination has at least two (2) seconds by regular members. After the slate of candidates has been determined at the September meeting,

the Secretary shall prepare a ballot of all of the nominees and the position for which they are nominated. The ballot shall be mailed to each member prior to the October membership meeting.

Section 2: After the slate of candidates has been finalized, the Board shall appoint an Election Officer who shall not be a member of the Board, nominee, or member of the Nominating Committee. The Elections Officer must receive ballots at least fourteen (14) days prior to the November membership meeting. The nominee who receives the greatest number of votes shall be declared elected to that position. In the case of a tie, the Elections Officer shall determine the winner by lot. The names of the newly elected officers shall be publicly announced and installed at the Annual meeting.

Article IX: Rules and Procedures

The Board of Directors shall adopt and publish changes to Club Rules consistent with these Bylaws for the purpose of providing ways and means for the proper government and conduct of the business and affairs of the Club and shall likewise have the right and power to change the same as needed from time to time.

Article X: Dissolution

Upon dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning and intent of Section 501 (C) (3) of the Internal Revenue Service Code.

Article XI: Waiver of Notice

Whenever any notice is required under the provision of applicable statutes, By-Laws or articles of incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Signing an approval of any minutes or resolution of any meeting of the Board shall be deemed a waiver of notice thereof.

Article XII: Amendments

The Bylaws of the South Whidbey Yacht Club SWYC may be repealed, amended and additional provisions added thereto at any regular or special meeting of the General Membership by following the procedure set forth below:

1. Adoption of a written alteration, amendment or revocation by majority vote of the Board of Directors
2. Providing written notice was given to the members of such By-Law amendment(s) at least 14 days prior to the meeting.
3. Affirmative vote of at least two-thirds (2/3) of the members present at either a special or regular Membership meeting.
4. Recordation of the action as an attachment to the By-Laws in a timely manner.

The foregoing Bylaws were adopted by the Board on the 15th February, 2017 and approved by the general membership on 15 March, 2017.