

**Bylaws as amended and approved by the Board On February 15, 2017
There are no "Members" of the SWYCYSA hence no Member approval**

South Whidbey Yacht Club Youth Sailing Association (SWYCYSA)

BY-LAWS

Article I: Name & Location

Section 1: The name of the corporation shall be the South Whidbey Yacht Club Youth Sailing Association. For legal, banking, burgee and reference purposes, it shall also be known as the SWYCYSA.

Section 2: The South Whidbey Yacht Club Youth Sailing Association 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 (3) 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 (3) of the Internal Revenue code, or corresponding section of any future successor or amendment to that code.

Section 4: The principal office of the SWYCYSA 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 individuals seeking to learn more about the broad scope of boating, encompassing boating education, development of individuals interested in sailboat racing 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 amateur racing skills.

Section 2: The Club's vision and purpose shall be achieved by adhering to the following core values and principles; inclusive participation for all participants, practicing safe and responsible recreation for amateur sailors.

Article III: Participation

Section 1: There shall be no requirements for participation in the Club other than age (under 18), either formal or informal, that could serve to restrict any applicant from participation because of the applicant's race, color, sexual orientation, national origin or religion. The Board of Directors may at any time limit to the total number of participants the Club shall have.

Article IV: Meetings

Section 1 The Board of Directors shall meet annually in October of each year.

Section 2: The Board of Directors shall provide an annual report, to include a financial report to the Board of Directors of the South Whidbey Yacht Club in October of each year. The Board of Directors shall also provide a recommendation for President and Secretary of SWYCYSA to the Board of Directors of SWYC for their approval in October of each year.

Section 3: Except where inconsistent with these By-Laws, Roberts Rules of Order shall determine the conduct of all Association meetings.

Section 4: Written or formal notice to a Director shall be by electronic means unless the Director elects to be notified by regular mail.

Article V: Officers, Board of Directors and Committees

Section 1: The management of the Corporation shall be vested in the Board of Directors. The Board of Directors shall comprise of the following: President, Secretary and Treasurer who shall serve as officers of the Corporation.

The Board of Directors shall be appointed by the Directors of the South Whidbey Yacht Club. The Board of Directors shall provide a report of activities to include a financial report to the SWYC Board of Directors on an annual basis. Daily management of the activities of the Corporation shall be vested in a "management committee" as appointed by the Officers.

Section 2: The officers shall hold office for one year. The officers shall be eligible for re-election each year.

Section 3: The government of the Association 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 annually -for the transaction of business. A quorum of the Board shall consist of a minimum of two thirds 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.

Section 4: 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. The Board of Directors shall appoint, any standing or special committees as he/she may deem necessary and advisable.

Committee chairs shall be appointed by the President with the concurrence of the Board of Directors. Chair persons shall serve at the pleasure of the Board.

Article VI: Duties of the Officers

Section 1: The President shall act as the Chair of the Board of Directors and Chief Executive of the Association. When present, the President shall preside at all meetings of the Board of Directors. 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 Association. with the approval of the Board and have general management and control of the business affairs of the Association. He/she shall oversee the Treasurer and insure that the tax reports, statements, and certificates required by the laws under which this Association 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 President shall have the power to appoint an alternate for the conduct of meetings of the Board of Directors in his absence. The President shall act as the Liaison of the SWYCYSA to the SWYC.

Section 2: It shall be the duty of the Secretary to:

1. Take accurate minutes of all Board 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 Association.
3. Provide timely advanced notice of all regular and special meetings to the members as established in

the By-Laws and rules of the Association.

4. Be the communications link between the Board and committee chairpersons and the membership, for the circulation of relevant notices and announcements.

Section 3: It shall be the duty of the Treasurer to:

1. Manage the finances of the Association 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 Association, which he/she shall deposit and properly maintain and record all financial transactions of the Association, to include deposits and expenditures with proper receipts.
4. Prepare and recommend to the Board of Directors at the October meeting of the Board of Directors of SWYC a financial report for SWYCYSA.
5. Prepare and recommend to the Board of Directors at the Annual meeting of the Board of Directors an expenditure and income budget for the coming fiscal year.
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 organization.
7. Act as a financial liaison to the Board of Directors of SWYC.

Article VII: Accounts and Funds

Section 1: The President and Treasurer shall constitute the Finance Committee of the Association. They shall designate the bank wherein the funds shall be deposited and shall be responsible for overseeing the Association'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 Association's fiscal year shall be from Jan 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 SWYCYSA in such amount as the Board may determine to be adequate for the protection of the Association.

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 Association.

Article VIII: Election of Directors

Section 1: The Directors of the SWYCYSA, shall be appointed by the Board of Directors in October of each Year.

Article IX: Rules and Procedures

The Board of Directors shall adopt and publish changes to Association Rules consistent with these By-Laws 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 the dissolution of this corporation under the provisions of the law of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from federal taxation under the provisions of 501 (C) (3) of the Internal Revenue Code, or any successor statutes, and which further the purposes set forth in Article Three. In no event shall any of the assets of this corporation be distributed to its officers, Directors, or members.

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 Youth Sailing Association SWYCYS A may be repealed, amended and additional provisions added thereto at any regular or special meeting of the Directors 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. Recordation of the action as an attachment to the By-Laws in a timely manner. :

The foregoing By-Laws were adopted by the Board on December 12, 2013, with amendments approved by the Board on 15 February, 2017.