

SYC CONSTITUTION BY LAWS

ARTICLE I. Name and Purpose

Section 1. The name of this organization shall be the SAUGATUCK YACHT CLUB, Saugatuck, Michigan.

Section 2. The objective and purpose of the SAUGATUCK YACHT CLUB are to offer its Members educational opportunities, training classes, competition events and social activities in order to promote an interest in yachting and to encourage safe boating.

ARTICLE II. Officers

Section 1. The Officers of the Club shall be: Commodore, Vice-Commodore, Rear-Commodore, Secretary, and Treasurer.

Section 2. The Flag Officers of the Club shall be: Commodore, Vice-Commodore, and Rear-Commodore, all of whom must be Active Members.

ARTICLE III. Club Burgee

Section 1. The Club Burgee shall be a pointed flag, the hoist to be two-thirds of the length. The device shall be a curved line in white on a blue field, to be arrived at by striking an arc using the hoist as a radius.

ARTICLE IV. Duties of Officers

Section 1. Commodore. It shall be the duty of the Commodore to:

- (a) preside at all meetings of the Club and Board of Directors, to take command of the Fleet, to enforce the rules and regulations of the Club, and to appoint, as set out in Article VI, Section 1 hereof, the Chairman of each standing committee of the Club. He may also appoint, with the consent of the Board, such additional committees as he may deem necessary for the successful operation of the Club.
- (b) be responsible for the boat slip assignment and recording of boat registration numbers.

Section 2. Vice-Commodore. It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties and to officiate in his absence.

Section 3. Rear-Commodore. It shall be the duty of the Rear-Commodore to assist the Commodore and Vice-Commodore in the discharge of their duties and to officiate in their absence.

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

- (a) keep the minutes of all of the meetings of the Club and Board of Directors which shall be the permanent property of the Club and to have the custody of all reports and documents connected with the proceedings of the Club.
- (b) maintain a roll of all Members with dates of their election.
- (c) notify each candidate of the disposition of the candidate's application and, on his election and payment of dues, furnish the candidate with a membership card.
- (d) notify each Honorary Member of such membership.
- (e) conduct the correspondence of the Club and to issue notice of all meetings.
- (f) prepare a proxy instrument for each annual and special meeting.

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

- (a) keep a record of the receipts and disbursements of the Club.
- (b) make all disbursements with the approval of the Board of Directors, or alternatively, in accordance with Board established and approved procedures.
- (c) keep a record of the financial condition of the Club, and to report this condition of the Club to the Board of Directors at each regular and special meeting.
- (d) submit a full report to the Members at the annual meeting which report, together with vouchers and receipts, shall be duly filed and remain in the permanent custody of the Club.
- (e) be responsible for the formulation of an annual budget for presentation to the Board for its final approval.
- (f) fiscal year is October 1/September 30.

ARTICLE V. Board of Directors

Section 1. There shall be a Board of Directors consisting of five Officer-Directors and eight Member-Directors. The Officer-Directors are those persons holding the offices of Commodore, Vice-Commodore, Rear-Commodore, Secretary and Treasurer. Each elected officer shall hold the position of Officer-Director until the date such elected officer's successor has been elected and has assumed office. Member-Directors shall serve for a term of three years and the terms thereof shall be staggered by electing at each annual meeting two Member-Directors, each for a full three year term. If a Member-Director shall terminate membership in the Club, resign from the Board of Directors, or otherwise be unable to complete a term of office, the Commodore may fill by appointment such vacancy for the period of time beginning with the date the vacancy first exists and ending with the next succeeding annual meeting at which a replacement by election is feasible. The term of office of a replacement Member-Director shall end on the same date that the term of office of the replaced Member-Director would have ended.

Section 2. Duties of Board of Directors. It shall be the duty of the Board to:

- (a) carry out the objective of the Club and to control and manage the affairs and funds of the Club.
- (b) appoint annually an Audit Committee, consisting of two Directors of the Board, to audit the financial books of the Club and to report their findings to the Board of Directors.

ARTICLE VI. Committees

Section 1. The standing committees of the Club shall be as follows: Regatta, House and Grounds, Social, Youth Activities, Waterfront and Docks, Protest, Publications, Historical and Legal.

Section 2. Regatta. The Regatta Committee shall have the direction and control of all races sailed under the auspices of the Club and shall post all results at the Club as soon as they are final.

Section 3. House and Grounds. The House and Grounds Committee shall be responsible for the maintenance of the Club House and grounds.

Section 4. Social Committee. The Social Committee shall have charge of the social functions of the Club.

Section 5. Youth Activities Committee. The Youth Activities Committee shall have charge of the youth activities of the Club.

Section 6. Waterfront and Docks Committee. The Waterfront and Docks Committee shall be responsible for the maintenance of the Club's waterfront and docks. These responsibilities will include: Maintenance and adjustments to existing piers, storage racks, carts and hoist. Includes proposed maintenance and capital activities as well as associated budgetary estimates. Seasonal activities shall include monitoring and repairing piers, adjusting the height of hanging piers as water levels fluctuate in the Spring and Fall, monitor and maintain Laser storage racks and keep a log of rack owners, maintain the boat hoist, maintain the laser dollies and mast racks and prepare Committee and Crash boats for winter storage, removing batteries and storing them in the tack room, covering the boats for the winter and draining the lower unit lube.

Section 7. Protest Committee. The Protest Committee shall be responsible for conducting all racing protests and hearings concerning racing rules and conduct.

Section 8. Historical Committee. The Historical Committee shall be responsible for collecting data of Club activities, for writing the Club history at intervals determined by the Board of Directors, and for preserving the Club Archives.

Section 9. Publications Committee. The Publications Committee shall be responsible for the issuance of the Annual Saugatuck Yacht Club directory on or about June 1 of each season and the continuing maintenance of the membership mailing list. The Publications Committee shall also be responsible for maintaining the SYC website.

Section 10. Legal Committee. The Legal Committee shall, upon request by the Board of Directors, assist in any legal matters concerning the Club and its activities. The Legal Committee shall review all legal issues and matters, and obtain advice and legal services with respect thereto, presented to it by the SYC Board

or other SYC Committees. the Legal Committee may solicit other SYC Board members, SYC members, or outside professionals as required to secure such advice and services.

ARTICLE VII. Date, Place and Manner of Elections

Section 1. The election of Officers and Directors shall take place at the regularly scheduled annual meeting. Only Active Members of good standing shall vote or be eligible for office and a majority of all votes cast for each office shall be necessary to an election. Active Members may vote in person or by proxy. The Officers thus elected shall assume office at the conclusion of the annual meeting.

Section 2. Nomination. There shall be a Nominating Committee chaired by the immediate past Commodore. The Nominating Committee shall have three members. In addition to the former Commodore, the acting Commodore shall designate two Directors of the current year as members of the Nominating Committee. It shall be the duty of the Nominating Committee to prepare a slate of nominees to fill the elective offices of the Club. It shall send to the Secretary the names of the candidates for each office thirty (30) days before the annual meeting. With the notice of the annual meeting, the Nominating Committee shall post the nominations so made on the Club bulletin board. For the annual election, any Member, in good standing, may nominate candidates subject to Article VII, Section 1., for any or all offices by filing with the Secretary, at least twenty-five (25) days before the date of the annual meeting, the names of such candidates and the offices for which they are to be nominated. It shall be the duty of the Secretary to post nominations with due promptness on the Club bulletin board.

Section 3. Only a Member who has been nominated as provided above and has consented to such nomination shall be elected to office.

ARTICLE VIII. Meetings

Section 1. Annual Meetings. Annual meetings of the Club shall be held at the Club House each year, on the second Saturday preceding Labor Day.

Section 2. Special Meetings

(a) Notice of special meetings shall be sent to the Active Members at least twenty-one (21) days prior to the meeting date.

(b) Special meetings may be called by the Commodore or the Board of Directors whenever they think necessary, or at the written request of at least ten (10) Members.

(c) Each special meeting shall be held, unless specified otherwise in the notice, at the Club House.

(d) At special meetings no business shall be transacted excepting that stated in the notice of the meeting.

Section 3. Directors' Meetings. Officers and Directors shall meet regularly during the months of May, June, July, August and September and at such other times as the Commodore may deem appropriate.

Section 4. Quorums. Quorums for meetings of the membership and the Board of Directors shall be as follows:

(a) Twenty percent (20%) of the Active Members of the Club, present in person or by proxy, shall constitute a quorum for the annual meeting or for any special meeting.

(b) Five (5) members of the Board of Directors shall constitute a quorum necessary to hold a meeting of the Board of Directors.

Section 5. Order of Business. Order of business for the meetings of the Club shall be as follows:

- (1) Reading of previous Minutes
- (2) Report of Commodore
- (3) Report of Treasurer
- (4) Report of Committees
- (5) Special business stated in Notice
- (6) Unfinished business
- (7) Election and installation of Officers
- (8) New business

(9) Adjournment

Section 6. Rules of Order. Robert's Rules of Order shall govern in all meetings when not in conflict with the Bylaws.

Section 7. Voting by Proxy. Active Members may vote at the annual meeting or at a special meeting either in person or by proxy. In the event a Member wishes to vote by proxy, a written request for a proxy instrument is to be presented to the Secretary and the Secretary shall deliver such instrument by U.S. mail or otherwise to each Member having requested a proxy. When completed the proxy shall be presented to either of the two Active Members designated by the Board of Directors to serve as proxies. The proxy shall appoint such Members as proxies for the purpose of casting the Member's ballot. If the Board of Directors has approved certain questions or issues to be submitted to the Active Members at the annual meeting or at a special meeting, such questions or issues shall appear on the proxy instrument. Such questions or issues may not be changed or amended within the twenty-one (21) day period preceding the annual or special meeting.

ARTICLE IX. Membership

Section 1. There shall be four classes of membership, namely: Active, Life, Honorary, and Junior.

Section 2. Each Active Member and each Life Member shall be entitled to cast one vote and to hold one share of equity in Club property. Children of Active Members shall derive their Club privileges and the right to utilize Club facilities through the membership of their parent. Upon attaining the age of twenty-four (24), each such child wishing to continue in the privileges of the Club and the utilization of its facilities must become an Active Member. In the event of the death of a Member, a surviving spouse shall retain membership.

Section 3. Life Members. Any person who has rendered meritorious service to the Club or the community may be elected upon the recommendation of seven (7) Members of the Board of Directors. Life Members shall pay no dues or assessments.

Section 4. Honorary Members. Honorary membership may be appointed only at the discretion of the Board of Directors. Honorary Members shall pay no dues or assessments and shall not vote and hold equity in Club property.

Section 5. Junior Members

(a) Unmarried applicants under twenty-four (24) years of age shall be eligible for junior membership. Applications for membership shall be made upon a form approved by the Board of Directors and shall bear the written consent and approval of parent or guardian.

(b) Junior Members shall have privileges of the Club as may be granted by the Board of Directors.

(c) When a Junior Member shall be elected to Active Member, the Junior entrance fee shall be applied as part payment on the Member's active membership dues.

(d) Prior to July 1st of the year in which any Junior Member attains the age of twenty-four (24), such Member shall notify the Secretary of the desire to become an Active Member; otherwise the membership shall terminate on the Member's 24th birthday.

Section 6. Membership Transfer. Membership shall not be transferable.

ARTICLE X. ELECTION OF MEMBERSHIP

Section 1. Application. Application for membership shall be made upon a form approved by the Board of Directors.

Section 2. Processing of Application. Upon receiving such application, accompanied by applicant's remittance of proper entrance fees and first year dues, the Secretary shall present the application to the Board at its next regular meeting.

Section 3. All elections to membership must be approved by a majority of the Board members.

ARTICLE XI. Dues and Assessments

Section 1. The annual dues and assessments, if any, shall be determined and established by the Board of Directors.

Section 2. Equity and Entrance Fees. The equity and entrance fees shall be determined and established by the Board of Directors.

ARTICLE XII. Termination of Membership.

Membership in the Club shall be terminated by death, resignation or expulsion.

ARTICLE XIII. Censure, Suspension or Expulsion. The Board of Directors for good cause may censure, suspend or expel any Member. The vote of two-thirds (2/3) of all the Directors shall be required in order to take such action.

ARTICLE XIV. Delinquent Members.

Section 1. On June 1st of each year the Treasurer shall post on the bulletin board of the Club the names of all Members who have failed to pay their dues or any other indebtedness to the Club during the year. The total amount of each Member's indebtedness shall be shown opposite such Member's name.

Section 2. Such delinquent's name shall remain posted until the obligation is satisfied, but after July 1st such delinquent shall be liable to expulsion from the Club, and shall not participate in Club events.

Section 3. The Board of Directors may, at any meeting, extend the time for payment in meritorious cases.

ARTICLE XV.

Alcoholic beverages are permitted on Club property. The Board of Directors of the Club may authorize the sale or serving of alcoholic beverages on Club property. Club property is defined to include the grounds, the buildings, the docks and boats owned by the Club. Should the consuming of alcoholic beverages lead to improper conduct by a member or by any guest of a member on Club property, or on boats owned or operated by members docked at the Club, such conduct may lead to censure, suspension or expulsion of such member.

ARTICLE XVI.

This Constitution may be amended at any annual meeting or at any special meeting of the Club by a vote of a majority of the Active Members