

Saugatuck Yacht Club

CONSTITUTION BYLAWS

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, competitive 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 (Pantone 286) to be arrived at by striking an arc using the hoist as a radius.

ARTICLE IV.

Duties of Officers

Section 1. It shall be the duty of the Commodore to: (a) Preside at all meetings of the 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. They may also appoint, with the consent of the Board, such additional committees as they may deem necessary for the successful operation of the Club. (b) Be responsible for the boat slip assignment and recording of boat registration. (c) Notify each candidate of the disposition of the candidate's application and, on their election and payment of dues, furnish the candidate with a membership card. (d) Notify each Honorary Member of such membership. (d) 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. (e) Notify each Honorary Member of such membership. The Commodore is ultimately responsible for the club's operations and for implementation of the club's mission and the actions of the Board. The Commodore may delegate responsibilities as needed.

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

Section 3. 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. It shall be the duty of the Secretary to: (a) Keep the minutes of all meetings of the 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) Conduct the correspondence of the Club and to issue notice of all meetings. (d) Prepare a proxy instrument for each annual and special meetings.

Section 5. 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 meetings. (d) Submit a full report to the Members at the annual meeting which report, together with vouchers and receipts, shall be duly filled 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 begins January 1.

ARTICLE V.

Board of Directors

Section 1. There shall be a Board of Directors consisting of five Flag Officers and eight Member-Directors. The Flag Officers are those persons holding the offices of Commodore, Vice-Commodore, Rear-Commodore, Secretary, and Treasurer. Each elected officer shall hold the position of Flag Officers until the date such elected officer's successor has been elected and has assumed office. Member-Directors shall serve for a term of two years and the terms thereof shall be staggered by electing at each annual meeting two Member-Directors, each for a full two 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 review the audit and most current tax records 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. 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. The House and Grounds Committee shall be responsible for the maintenance of the Clubhouse and grounds.

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

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

Section 6. 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, boat launch, 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 boat storage racks and keep a log of rack owners, maintain the boat hoist, maintain the boat 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. The Protest Committee shall be responsible for conducting all racing protests and hearings concerning racing rules and conduct.

Section 8. 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. 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 and social media sites.

Section 10. 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 to be held during the Annual Sailing Awards Night. 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. The Commodore shall nominate and submit to the Board of Directors for approval a Nominating Committee consisting of a Chairperson and four additional members. 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 days before the annual meeting. With the notice of the annual meeting, the Nominating Committee shall post the nominations so made on the Club's website. 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 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's website.

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 Meeting. Annual meeting of the Club shall be held at the Clubhouse each year, in conjunction with the night of the sailing awards. (normally mid-August).

Section 2. Special Meetings (a) Notice of special meetings shall be sent to the Active Members at least twenty-one 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 Members. (c) Each special meeting shall be held, unless otherwise specified in the notice, at the Clubhouse. (d) At special meetings no business shall be transacted except that stated in the notice of the meeting.

Section 3. Director 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 for meetings of the membership and the Board of Directors shall be as follows: (a) 20% of the Active Members of the Club, present in person or by proxy, shall constitute a quorum for the annual meeting or any special meeting. (b) Seven 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, the form will be made available on-line. 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.

Sections 8. Electronic meetings. 1. The Commodore may communicate by any means with the Board and/or the Board of Directors to conduct business for the Club that cannot wait until the next sitting Board meeting. Written confirmation must be given to the Secretary for the record. 2. Quorum rules shall be in effect for any votes made by these boards, within a time limit set by the Commodore for receiving votes. 3. Electronic vote shall be conducted in the event of an emergency or time restriction.

ARTICLE IX.

Membership

Section 1. There shall be three classes of membership, namely: Active, Life, Honorary

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, 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 nor hold equity in Club property.

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 the applicant's remittance of proper entrance fees and first year due. The application will be presented 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, Assessments, and Entrance Fees

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

Section 2. Entrance Fees, if any, shall be determined and established by the Board of Directors.

ARTICLE XII.

Termination of Membership

Section 1. Membership in the Club shall be terminated by resignation, expulsion, or death.

ARTICLE XIII.

Censure, Suspension, or Expulsion

Section 1. 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 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 be expelled 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.

Policies, Procedures, and Rules

Section 1. Policies, procedures, and rules guide the Board in the execution of their duties and employees in the daily operation of the club. The formulation and adoption of written policies, procedures, and rules is the basic method by which the Board exercises its leadership. Moving forward, procedures and rules will be referred to as policy.

Section 2. Any Board member, or any club member may propose new policies or changes to existing policies. A Board Policy Committee will consider all policy suggestions, and provide information and recommendations to the Board. The Commodore

or a designee is responsible for: (1) Notifying those who will be affected by a proposed policy and obtaining their advice and suggestions, and (2) Drafting policy recommendations into acceptable written form for further deliberation and or action by the Board. The Commodore shall seek the counsel of an attorney when there may be a legal question or of proper legal procedure in policy development.

Section 3. Policy revisions may be discussed and adopted at a regular Board meeting at which they are first introduced. The Board, by a majority vote of Directors present at any meeting, may adopt or revise a policy. The Commodore will notify employees and members of changes.

Section 4. The Board shall periodically evaluate the execution and results of its policies and consider whether any modifications are required.

ARTICLE XVI.

Constitution Amendment

Section 1. This Constitution may be amended at any annual meeting or at any special meeting of the Club by a quorum vote.