

William H. Seward Yacht Club By-laws

(Adopted 10/2002, Amended 1/2008, 5/2009, 11/2011)

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Article I. ORGANIZATION NAME

Section 1. The name of this organization shall be the WILLIAM H. SEWARD YACHT CLUB of Seward, Alaska.

Article II. PURPOSE

The purposes of this club shall be to:

- encourage and advance the activity of saltwater yachting;
- promote Alaska as a cruising area for visiting yachtsmen;
- provide club, educational, social, cruising and racing programs for its Members
- provide facility use for Members.

Article III. MEMBERSHIP

Section 1. There shall be the following classes of membership:

- A) Regular: A Regular Member is a person 21 years of age or above. A Regular Member is entitled to all Club privileges including the right to vote and to hold office. One burgee is included per new Regular Membership.
- B) Family: A Family Membership consists of two regular Members, Crew Members, and Junior Members of their immediate family. A Family Membership is entitled to all Club privileges including the right to two votes and to hold office. One burgee is included per new Family Membership.
- C) Junior: A Junior Member is a person under 21 years of age sponsored by a Regular Member. A Junior Member is excluded from the right to vote and to hold office.
- D) Cruising/Temporary Non-Resident: This membership is awarded at the discretion of the Board of Directors This Member is entitled to all club privileges excluding the right to vote and to hold office.
- E) Race Crew: The Race Crew is a non-boat owner sponsored by a Regular Member. The Race Crew Member receives full use of the Club facilities on scheduled race weekends. Excluded is the right to vote, hold office, or receive a combination to the front door lock. Race Crew Membership is awarded at the discretion of the Board of Directors.
- F) Live-aboard Member: The Live-aboard Member is defined as a Regular or Family Member who uses his or her boat as principal dwelling while

not at sea, and uses the clubhouse facilities regularly for cooking and showering. The Board reserves the right to assign "Live-Aboard" status to a member or family membership based on use of the facilities.

Approved at November 2011 Annual Meeting.

- G) "Alumnus Member: A former regular member in good standing who has no current ownership interest in a saltwater yacht within Alaskan waters and who has been a regular member for at least 4 of the last 6 years. This member is entitled to hold an appointed board position and is encouraged to volunteer for committee appointments. This membership is awarded and/or continued at the discretion of the Board of Directors. In the event the Alumnus Member acquires an ownership interest in a saltwater yacht within Alaskan waters, the member is expected to apply for Regular membership."

Approved at May 2009 Annual Meeting

- H) Crew: A Crew Member must be a member of a Regular Members immediate family, who is 21 years of age or older. . A Crew Member is excluded from the right to vote and to hold office. They may serve on committees. A Crew Member may not be the owner of a saltwater yacht in Alaskan waters.

Approved at November 2011 Annual Meeting.

Section 2. Amounts and due dates of any fees, dues, or assess-ments are to be established at the discretion of the Board of Directors. Use of Club facilities are not allowed until Member is current on all fees. All fees in a calendar year must be collected prior to established due date before issuing membership cards and parking pass.

Section 3. Invitation for membership shall be made in the following manner.

- A) Invitations for membership shall be made on a form supplied by the Club. Two (2) Regular Members or Alumnus Members shall sponsor each applicant. As soon as the written application is signed and received, it shall be referred to the Membership chair. The Membership chair will present the application to the Board of Directors for approval.

B)

Approved at November 2011 Annual Meeting.

- B) The Board of Directors shall approve an applicant by a two-thirds

- majority.
- C) Upon the invitee's acceptance and payment of all dues and assessments, they shall be issued a membership card(s). The Member is then entitled to the privileges of the class of membership which he or she has accepted.
 - D) When the Board of Directors rejects an application, the Board shall notify the applicant of such rejection.

Section 4. The Board of Directors may, by two thirds (2/3) vote of all voting Members of the Board, reprimand or expel a Member for unbecoming conduct, abusing the clubhouse operating procedures, or actions contrary to the purpose of the Club. The Member shall be accorded a hearing with 15 days notice.

Section 5. If a Member does not submit a membership renewal application by the date specified on the application form (at present, April 15th), a \$50 late fee will be assessed for late payment of dues and assessments. After 45 days from the stated due date, any Member who has not submitted a membership renewal application, or a Member who is in arrears in payment of any dues, fees, and assessments, shall be considered to have resigned from the club, and may be dropped from the membership by action of the Board of Directors. To be reinstated, the Member must follow the procedure outlined in Article III, Section 3 including the payment of any current applicable initiation or late fees.

Section 6. Use of the Clubhouse facilities is limited to Regular Members, Cruising Members, Alumnus Members, Live-aboard Members, Crew Members, and Junior Members in good standing. Members of reciprocal yacht clubs shall be considered as guests sponsored by the William H. Seward Yacht Club, for a period not exceed 14 days. Race Crew Members are welcome to use the clubhouse (excluding the parking lot) in association with club-sponsored racing events.

Approved at November 2011 Annual Meeting.

A non-member regularly using the club is not considered a guest and should apply for regular membership. Guest vehicles shall not have use of the clubhouse parking lot.

Article IV. MEETINGS

Section 1. Two general membership meetings shall be held each year, as determined by the Board of Directors, one between January 1 and April 30, and the second between September 1 and December 31. The annual membership meeting may, at the discretion of the Board of Directors, serve as the second meeting. Other membership meetings may be held as required.

Section 2. The annual membership meeting shall be held in the fourth quarter. Notice of the meeting shall be sent to all Members at least twenty (20) days prior thereto. Such notice will be deemed delivered if sent electronically or mailed. This business meeting shall be limited to Members in good standing

A) The following order of business shall prevail at such meeting:

- (i) Reports of officers and committees.
- (ii) Items for discussion.
- (iii) Elections.

Section 3. Special meetings of the membership may be called by the Commodore or at the request of a majority of the Board of Directors by giving the membership ten (10) days written or electronic notice stating the objective of the meeting.

Section 4. Fifteen percent (15%) of all voting Members shall constitute a quorum at any meeting of the membership and only voting Members in good standing shall be entitled to vote.

Section 5. Voting Members in good standing shall be permitted to vote by proxy. A valid proxy must be in writing designating the Regular Member who is authorized to cast the ballot for a specific purpose, dated and signed by the maker.

Section 6. Robert's Rules of Order shall govern at all meetings when appropriate upon a call from the floor or at the discretion of the Commodore.

Article V. NOMINATIONS AND ELECTIONS

Section 1. It shall be the duty of the Board of Directors to appoint each year a Nominating Committee of two or more voting Members of the Club no later than September 1. The Nominating Committee shall select its own Chairperson. No more than one (1) officer or trustee may be appointed as a member of the Nominating Committee.

Section 2. The Secretary shall accept nominations from the General Members during August. The Nominating Committee shall verify that nominees are Members in good standing and are willing to serve. The Nominating Committee shall assure that at least one Member is nominated for each position. The ballot will be finalized and delivered with the annual meeting notice.

Section 3. Elections shall be conducted as follows:

- A) A single ballot for all officers and trustees; the term of each office shall

- be noted on the ballot.
- B) Positions shall be listed on the ballot in the following order:
 - (i) Commodore
 - (ii) Vice Commodore
 - (iii) Trustees
 - C) Trustees shall serve for two (2) years with two (2) Trustees to be elected every year.
 - D) Voting shall be by written ballot cast at the Annual Meeting or delivered to the Secretary prior to balloting at the Annual Meeting.
 - E) Ballots are to be entrusted to the Secretary and held until the following membership meeting.

Article VI. OFFICERS AND DUTIES

Section 1. The Officers of the Club shall be Commodore, Immediate Past Commodore, Vice Commodore, Secretary, and Treasurer. The Commodore and Vice Commodore shall be elected at the annual membership meeting and assume office 10 days after the election.

Section 2. The Commodore shall be the Senior Officer of the Club, and shall preside at all meetings of the membership and of the Board of Directors. The Commodore shall appoint the Secretary and the Treasurer, other non-elective officers and vacancies with confirmation by the Board of Directors, except as otherwise provided for in these BYLAWS. The Commodore shall be the ex-officio member of all committees. It shall be the duty of the Commodore to report to the membership any financial conditions or trends which the Board of Directors feels should come to the membership's attention. All duties and functions required to be performed under these BYLAWS and not otherwise assigned shall be the duties and functions of the Commodore. The Commodore shall keep and maintain all club records on file.

Section 3. The Immediate Past Commodore shall provide continuity of experience to the Board of Directors. In the event of a Commodore being re-elected to a second term, the Commodore shall appoint someone from the General Membership to fill the vacancy until the next general election. The appointment is subject to a two thirds (2/3) approval by the Board.

Section 4. The Vice Commodore shall act as Executive Officer to the Commodore and shall assume the responsibility of that office in the event of the Commodore's absence or disability.

Section 5. The Secretary shall provide the Commodore with records of Club proceedings, including, but not limited to: meetings of the Board of Directors, annual membership meetings, communications and other matters connected with Club business.

Section 6. The Treasurer shall be the custodian for all funds of the Club. The Treasurer's duties include: issuing necessary receipts for moneys paid to the Club, depositing Club moneys into the Board of Directors approved bank account in the name of the Club and ensuring that all required forms are filed with the applicable taxation institutions. Upon authority by the Board of Directors, disbursements by the Treasurer shall be made by check. The Treasurer shall keep suitable books and records, and shall make reports to the Board of Directors and the meetings of the membership regarding the financial condition of the Club. The Treasurer shall be the chairperson of the Finance Committee if active.

Article VII. BOARD OF DIRECTORS AND DUTIES

Section 1. The Board of Directors shall consist of the Commodore, Vice Commodore, Immediate Past Commodore, Secretary, Treasurer, and four (4) Trustees. Two (2) Trustees shall be elected at the annual membership meeting and assume office ten (10) days after the election.

Section 2. The Board of Directors shall be responsible for the management of the Club. It shall be responsible for the maintenance and operation of all facilities and the conduct of all activities. The Board of Directors' responsibilities may be delegated to various officers, but members of the Board of Directors retain the ultimate responsibility for these functions.

Section 3. The Board of Directors shall meet at least once every other month and at other times as the Commodore may direct, or upon request to the Commodore by any two (2) Members of the Board. Each Member of the Board of Directors shall receive notice of meetings electronically at least three (3) days prior to the meeting date. Four (4) voting Members of the Board shall constitute a quorum. In the event any Member of the Board shall absent himself without good and sufficient cause, of which the Board shall be the judge, for three (3) meetings in one (1) fiscal year, the Board shall declare the office vacant and report its action to the Commodore.

Section 4. In the event of a vacancy of any elected Board Member, the Commodore shall appoint someone from the General Membership to fill the vacancy until the next general election. The appointment is subject to a two thirds (2/3) approval by the Board.

Article VIII. STANDING COMMITTEES

Section 1. At the beginning of his or her term, the Commodore shall appoint the following standing committees: the Activities Committee; the Membership Committee; the Finance Committee; the Facilities Committee; and other

committees as may seem desirable to carry out the proper functions of the Club. The Commodore shall designate one (1) Member of each committee to act as its chair-person.

Section 2. Activities Committee. All Subcommittees of the Activities Committee shall be financially self-supporting. The self-sufficiency rule may be overridden on an individual event basis by a three quarters ($\frac{3}{4}$) majority vote of the entire Board of Directors. Annual fees incurred by the Subcommittee are exempt from these provisions.

- A) The Racing Subcommittee shall plan and carry out the racing program of the Club, including the judging of events and the determination of protests arising there from in accordance with the current rules of the United States Sailing Association (formerly USYRU) as they may be adopted by the Committee and including any appeal authorized by those rules as the Committee may deem appropriate for a given race or event.
- B) The Cruising Subcommittee shall plan and carry out the cruising program of the Club.
- C) The Program Subcommittee shall have charge of all Club entertainment and will coordinate programs for presentation at the meeting when requested by the Commodore.

Section 3. The Membership Committee shall keep Club membership records, issue membership cards and parking passes, and update and issue membership handbook.

Section 4. A Finance Committee may be appointed at the discretion of the Commodore. The Board of Directors will determine the Committee's charter. In such instance, the Treasure shall be the Committee's Chair.

Section 5. The Facility Committee shall report to the Board of Directors facility requirements and to provide, upgrade, and maintain the Club facility to a reasonable standard.

Article IX. PROPERTY RIGHTS

Section 1. This Club has no capital stock.

Section 2. No Member of the Club shall have any right, title, or interest whatsoever in or to any of the property or assets, which the Club may have or hereafter acquire.

Section 3. Upon dissolution, no property or assets of the Club shall inure to the benefit of any individual officer, director, or Member.

Section 4. To maintain the Club's tax-exempt status, any plan for distribution

upon dissolution shall require transfer of assets and property of the Club to one or more other or successor domestic or foreign corporations, societies, or organizations of similar purpose or that are engaged in activities substantially similar to those of this Club.

Article X. AMENDMENTS

Section 1. These BYLAWS may be amended at any regular or special meeting of the membership, provided that notice of the amendment shall be given as one of the stated objectives of such meetings, and provided further that a ballot with the proposed amendment is mailed or sent electronically to each Member in good standing at least ten (10) days prior thereto.

Approved at November 2011 Annual Meeting.

Section 2. Voting will be by written ballot cast at a regular, special or annual meeting or delivered to the Secretary prior to balloting. BYLAWS can only be amended by a 2/3 majority of the votes cast.