



Santa Monica Windjammers Yacht Club 2011 Bylaws

Adopted By the Board of Directors 17 November 1969
As Amended Through November 1, 2011

ARTICLE 1 - LOCATION, MISSION AND ORGANIZATION

- 1.1 Principal Office:** The principal office for transaction of business of the Club and Marina shall be located at the Clubhouse of Santa Monica Windjammers Yacht Club, 13589 Mindanao Way, Marina del Rey, California 90292
- 1.2 Mission:** The Mission of the Santa Monica Windjammers Yacht Club is to enhance the boating experience of its members by sponsoring cruises, races, social and educational activities. In support of this mission, we are committed to the following objectives:
- A. Provide a clubhouse and marina.
 - B. Increase membership.
 - C. Financial security.
 - D. Enhance the food and beverage services.
 - E. Enhance management.
- 1.3 Organization and Authorization:** The organization authorizes the number and qualifications of Members of the Club, the different classes of membership, the property, voting and other rights and privileges of each class and the liability of each class of membership for fees, dues or assessments and the method of collection thereof, shall be set forth in the Bylaws of this corporation. The Bylaws may be adopted by the Directors named in the Articles of Incorporation, or their successors in office or by any other means provided by statute and may be thereafter amended, appealed or readopted by any means provided in the Bylaws or by statute.

ARTICLE 2 - MEMBERSHIP

- 2.0 Membership:** Membership may be held by individuals or couples, except with respect to honorary members as provided below. A couple is defined as either persons who are married to each other or two persons who reside together and elect to apply for membership as a couple. A couple also includes an unmarried member who designates a partner, with whom he or she resides, on the membership application form. Such designation may be revoked in writing by the designating member.
- 2.1 Qualification:** Qualification of Members means any person of good moral character interested in yachting shall be eligible for membership.
- 2.2 Classes:** Classes of membership shall be fourteen (14): Flag, Senior Flag, Flag Candidate, Associate, Junior, Intermediate, Non-resident, Life, Honorary, Collegiate, Skipper, Racer, Fleet, and Affiliate.
- A. Flag and Senior Flag Membership:** Flag and Senior Flag Membership shall be limited to four hundred (400) qualified persons over the age of twenty-one (21) years. If membership is held by a couple who are Flag or Senior Flag Members, each party may vote. Couples are counted as one in the four hundred Flag Member limit. Flag Candidate Members shall not count in the membership limit. Senior Flag Members shall be those Flag Members who have attained the age of sixty-five (65) years, by either party, and have been a Flag Member for twenty-five



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(25) continuous years. Flag Members who have qualified for Senior Flag status may request the Board of Directors, in writing, to appoint them to Senior Flag Membership.

- B. Senior Flag Member Dues:** Commencing on the first quarter after the Board of Directors has determined eligibility, Senior Flag Members shall pay dues that will be one half those of Flag Members. (Amended July 5, 1994).
- C. Associate Member:** Associate Members shall be the child or children of Flag, Intermediate or Life Members, who reside with them and are under age twenty-one (21).
- D. Junior Member:** Junior Membership shall be limited to persons under the age of twenty-one (21) years who are not Associate Members.
- E. Intermediate Member:** Intermediate Membership shall be limited to persons *at least* twenty-one (21) *years of age* and no more than *forty-four (44) years of age*. Upon submittal of the intermediate membership application, the Intermediate Member shall pay the dues adopted by the Board of Directors. Within ninety (90) days of such Member's *forty-fifth (45)* birthday the member must notify the Board of Directors of said Member's intention to become a Flag Member or the Intermediate Membership will be canceled. Upon notification of intent to become a Flag Member said Member must begin paying full Flag Membership dues. At age *forty-six (46)*, if said Member has not completed payment of full Flag Member dues for the past year, the Membership will be terminated. Upon completion of the payment of the full regular payment of the Flag Member dues, the Intermediate Member shall become a Flag Member. *The size of this membership class and the time periods when it is open to new members shall be determined from time to time by the Board of Directors, subject to the limitation that the size may not be reduced below the number of members then occupying the class.*
- F. Non-Resident Member:** Any member, in good standing, whose principal place of residence is located outside of Los Angeles County and who does not regularly berth a boat in Los Angeles County and who does not regularly use the Club facilities may be granted non-resident status after such person has been a member for two years, except at the discretion of the Board. In the event there is a waiting list for flag equity memberships, a flag member who is granted nonresident status must relinquish his or her equity membership for transfer by the Club subject to a twenty percent (20%) transfer charge. The conditions on which skipper and racer members may be granted nonresident status shall be determined by the Board on a case-by-case basis.
- G. Life Member:** Life Members shall be any person who has been a Flag Member for a period of twenty-five (25) years and who has attained age sixty-five (65) prior to 12 November 1985.
- H. Honorary Member:** Honorary Membership shall be limited to those persons elected to Honorary Membership by the Board of Directors. In the case of a business entity, such entity shall designate one employee thereof, who is acceptable to the Board of Directors, who shall exclusively exercise the rights of a member as if that person were individually the Honorary Member.
- I. Collegiate Member:** Collegiate Membership shall be limited to those persons who will actively support Corinthianism and organized yacht racing and who are bonafide, regularly enrolled students, undergraduate or graduate, in college or university level institutions. Such persons shall be under the age of twenty-five years, but may petition the Directors for exemption from this requirement.



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- J. Skipper Member:** Skipper Membership shall be limited to persons who have distinguished themselves in sailboat or powerboat racing and are under age thirty-five (35). Membership in this class shall be by invitation of the Board of Directors upon recommendation from the Race Committee and the Membership Committee, and shall be reviewed annually. A Skipper Member shall pay the dues adopted by the Board of Directors. At age thirty-five (35), a Skipper Member who wishes to apply for Flag Membership shall pay the current Initiation Fee less the cumulative dues that have been paid as a Skipper Member, and shall begin paying full Flag Member dues.
- K. Racer Member:** The Board of Directors may appoint active competitive racers to Racer membership on recommendation of a committee appointed by the Commodore and chaired by the Fleet Captain. Racer membership shall be subject to review at least annually, and may be revoked at any time in the discretion of the Board of Directors. Racer membership may be converted at any time to Flag Membership on payment of Initiation Fees required at the time of conversion, subject to the availability of memberships and to approval by the Board of Directors. (Added July 5, 1994).
- L. Flag Candidate Member:** Flag Candidate Membership shall be limited to persons who are over the age of twenty-one (21) years, and not current or prior members of the Club. A Flag Candidate Member shall not be entitled to vote in any election or on any issue on which a vote is required. A Flag Candidate Member shall not be entitled to hold any elected office. A Flag Candidate Member is expected to participate in and support Club activities. A Flag Candidate Member shall pay the dues and initiation fee adopted by the Board of Directors. *A Flag Candidate membership is limited to six(6) months.* The size of the this membership class and the time periods when it is open to new members shall be determined from time to time by the Board of Directors.
- M. Fleet Member:** Fleet Membership shall be limited to those persons who meet all of the following requirements:
- (1) A member of a recognized United States Sailing Association (USSA) Class Fleet or must formally state that he/she will apply for same in accordance with USSA Guidelines within thirty days of their application for membership in SMWYC;
 - (2) Be an owner of a boat conforming to the USSA criteria for boats within the designated fleet or, if an individual is not then an owner, he/she must formally state that said boat will be purchased within 90 days from the date of application for membership in SMWYC;
 - (3) A minimum of five member applications must be submitted simultaneously and said minimum of five must be maintained to keep the Fleet Class open;

Dues for this class shall be the same as those for the Intermediate Class of membership without regard to age.

If the Class drops below five for more than 30 days, each remaining member may apply for a transfer of membership to any then available membership category for which said member qualifies. Fleet Class members shall be required to maintain their USSA class fleet and memberships on a continuing basis.



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Said Fleet member shall enjoy all of the rights and privileges of a member of SMWYC except that said member shall not be eligible to vote on club matters including elections nor shall they be eligible to hold Board level offices.

Each Fleet Class may nominate and elect its own internal officers, establish its own bylaws not inconsistent with SMWYC Bylaws, hold meetings and may appoint or elect a representative to report its activities to the SMWYC Race Chair.

- N. Affiliate Member:** Affiliate Members shall be persons who acquire membership privileges pursuant to an affiliation agreement with another organization, which has been approved by the Board of Directors. Such affiliation agreement shall set forth rights and obligations of Affiliate Members and of the affiliated organization to which such members belong. Except as provided in the affiliation agreement. Affiliate Members shall have the rights and privileges of Fleet Members. (Amended April 2004).

2.3 Rights and Privileges of Members:

- A. Flag, Senior Flag, and ~~Life and Equity~~ Membership:** Flag, Senior Flag and Life Members shall be entitled to exercise and enjoy all rights and privileges, ~~including Equity Membership~~, the right to vote, hold office, serve as a Director, make full use of all Club facilities and race under the Club's Burgee. ~~The value of Equity Membership shall be determined by the Board of Directors and shall not be transferable except by action of the Board.~~
- B. Rights and Privileges:** All other members, except Flag Candidate Members who are further limited by the nature of their class status, shall be entitled to exercise and enjoy all rights and privileges of Flag Members, except for the right to vote, hold office, or serve as a director ~~or have Equity Membership.~~
- C. ~~Qualifications:~~** ~~Flag Members joining prior to November 12, 1985, qualify for Equity Membership. All Flag Members including Senior Flag and Life Members regardless of the date of membership shall have an equal interest in the equity of Santa Monica Windjammers Yacht Club effective January 1, 2000.~~
- D. ~~Sales:~~** ~~Sale of an Equity Membership is subject to a twenty percent (20%) transfer charge and Board of Directors' approval.~~
- E. ~~Certificates:~~** ~~A Certificate of Equity Membership, subject to the Bylaws of Santa Monica Windjammers Yacht Club, will be issued to each qualified Flag Equity Member by the Secretary.~~



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2.4 Dues and Initiation Fees:

- A. Dues:** Membership dues ~~incurred by~~ applicable to each class of membership except for Senior Flag Membership dues which are further defined by these bylaws, shall be determined by the Board of Directors and shall be payable at such time and in such manner as stipulated and may be changed by the Directors. No dues shall be incurred by Life, ~~Associate~~ or Honorary Members. The Directors may fix delinquency fees chargeable to the Member's indebtedness to the Club until paid.
- B. Initiation Fee:** An initiation fee shall be paid by all persons becoming Flag or Collegiate Members. The Directors shall fix and/or change the initiation fee for any Membership Class and in the case of Racer Members for any such Member.

2.5 Membership Procedures:

- A. Membership Committee:** The Membership Committee shall be established under the supervision of the Rear Commodore. The Committee shall conduct the business of soliciting and retaining new members, and shall meet as often as the Committee deems necessary.
- B. Application for Membership:** Applications for Membership in any class shall be in such form as may be prescribed by the Membership Committee and shall be submitted together with the Initiation Fee, if any. Names of applicants and pertinent information concerning them shall be posted for at least 21 days at an appropriate place within the Clubhouse. Courtesy notice of such applicants shall be provided to Members of the Club who have provided an email address to the Club or by such other method of courtesy notice as the Committee shall determine, which courtesy notice shall not be mandatory with respect to the acceptance of new members.
- C. Membership Recommendations:** Recommendation of all membership applications for approval shall be by the Membership Committee, which shall report all applications for approval at the next Board of Directors Meeting. An applicant shall not be approved for membership less than 21 days from the posting of such application. New applicants, if approved for membership, shall be reported to the *Sea Sounds* Editor for publication of pertinent data.
- D. Membership Class Limitations:** The Board of Directors may limit any class of membership. Membership waiting lists for each respective class shall be established and maintained by the Membership Committee. Applications for Flag Membership class from persons of other existing membership categories who resigned in good standing will be given priority status on the Flag Membership waiting list. Priority will be strictly by date of application or re-application.

2.6 Seniority of Membership: Seniority of Membership shall be by sequential assignment of active numbers and year of election to membership. Seniority of sequence numbers shall utilize all vacancies of prior number assignments.

2.7 Membership Records: Identification upon election to Membership shall record Member's name, address, telephone numbers, boat, class of Membership, date of election in the Club records and



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Club Manual. An annual Certificate of Membership card shall be issued to all Members in good standing.

2.8 Resignation and Transfer of Membership:

- A. Resignation:** Resignation of Membership requires the Member to file a written notice thereof with the Secretary, accompanied by the payment of all indebtedness to the Club to date of such filing. Any Member who attains an age in excess of that class, shall either apply for another class or file resignation. Resignation in good standing requires the Member to return together with their filing: their current year membership card, all keys and key cards to the Secretary in order to qualify them to again apply for Membership in the Club.
- B. New Application Post Resignation:** Any Member, who resigns in good standing, may apply for membership as a new Member by submitting an application as a new Member. Additionally, such Member may, with the submission of application for membership, make a written request to the Board of Directors for reinstatement as a continuing Member, without loss of seniority of membership, as a Member in the same class from which such Member previously resigned. The written request shall be accompanied by a deposit of an amount equal to dues and assessments for the period from the time of such resignation to the date of the end of the current billing cycle. Such reinstatement as a continuing Member without loss of seniority, as if the Member

had not resigned, shall become effective upon determination by the Board. A determination for reinstatement shall be in the sole discretion of the Board. (Amended December 7, 2004).

- C. Right of First Refusal:** In the event a Flag Member resigns in Good Standing, the Club shall have the right of first refusal to buy back the Equity Membership or transfer it to a new Flag Member. In either case, the resigning Member will receive a percentage of Equity as determined by the Board of Directors. A Member's intention to sell or dispose of a Flag Membership shall not relieve the Member of the obligation to continue to pay dues, or any other indebtedness to the Club until such Membership is transferred. At any time after delivery of Notice to Transfer, the Member may request the Board of Directors to suspend dues until the Membership is transferred. If such a request is granted, the Member shall thereafter have no right to use the Club facilities and Membership shall be deemed suspended. Any Member who joins after Equity Membership becomes effective may sell the Membership at any time. Flag Members prior to the effective date may not transfer Membership until the three hundred (300) Flag Member limit is attained.
- D. Membership and Significant Others:** If a Membership is held by a couple for less than five (5) years and their relationship is dissolved, only one Membership will continue. The other party must apply for membership and pay the current initiation Fee.

The Club shall be bound by the Judgment of the court or the agreement of the parties as to the disposition on any membership held in the Club subject to the Bylaws herein relating to the disposition of said membership. A married couple who have been members of the Club in good standing for the prior five (5) years shall each continue to be members of the Club in the membership class existing upon the entry of a Judgment of Dissolution of Marriage. Each member shall pay the dues prescribed by the Bylaws for the membership class maintained. An unmarried couple who joins together, who no longer resides together, shall be treated the same as a married couple.



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In the case of an unmarried member who holds a single membership and has designated a “significant other” member, upon the severance of the relationship the membership shall continue in the name of the member who has been elected to membership in the Club. The designated “significant other” may apply for membership in the then available and appropriate membership class.

The Club upon the receipt of an application for membership from the non-continuing member may approve such membership upon such terms and conditions as may be just and reasonable. The decision of the Board of Directors shall be final.

- E. Death:** Upon the death of a Flag Member who holds a membership as a couple, the membership shall continue with the surviving member of the couple. Upon the death of an unmarried Flag Member who was designated a partner pursuant to Article 2.0, the membership shall continue with the designated member unless the designating member has filed a notice in writing with the club specifying that the membership shall be disposed of in accordance with the provisions of Article 2.8.F.
- F. Transfer Procedures Upon Death of Unmarried Flag Member:** Upon death of an unmarried Flag Member, and subject to the provisions stated above, a transfer shall be completed within six (6) months, subject to extension at the discretion of the Board of Directors, failing which the Club may then purchase such Membership at the then current price less the transfer fee and any other indebtedness owed the Club. The Membership of an unmarried deceased Member shall be

charged with all dues and any other indebtedness owed the Club, provided however, that for a period of three (3) months following death and subject to extension at the discretion of the Board of Directors, it shall be free from payment of dues. In the event an Equity Membership (Flag Membership) is to be transferred to an immediate family member wherein the proposed transferee is a son, son-in-law, daughter or daughter-in-law of the transferor, the Club shall have no prior option to purchase, the Membership need not be offered first to applicants on the Waiting List and no Transfer Fee shall be levied. No transfer, voluntary or by operation of law, whether for consideration or by gift, devise or bequest shall be effective unless the transferee has been posted, and elected to Membership by the Board of Directors, as required for all Member applicants.

- G. Transfer Procedures Upon Death of Life Member:** In the event a Life Member’s Equity Membership is not transferred to an heir who becomes a Flag Member in accordance with the provisions stated herein, such Equity Membership shall revert to Santa Monica Windjammers Yacht Club at no cost. An heir who has the option to obtain a Flag Membership from a Life Member must exercise such option within three months of eligibility. A Member who obtains a flag Membership as a result of being an heir to a Life Member must maintain such Membership and pay Flag Member dues for a minimum period of three (3) years in order to maintain Equity Membership status. Such Flag Members will not be counted in the three hundred Flag Membership limit.

2.9 Delinquency & Revocation of Membership:

- A. Delinquency of Membership:** Any Member whose dues or other indebtedness to the Club remains unpaid on the last day of the first month of each quarter for members who pay quarterly is delinquent. Members who pay dues in monthly installments become delinquent when any monthly installment remains unpaid on the last day of the month. Members whose dues are delinquent are not in good standing and a ten percent delinquency fee shall be assessed on billed



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indebtedness until paid or Board action is taken. The Board shall have the power to reduce or waive delinquency fees in cases of hardship or in other circumstances deemed appropriate by the Board in its discretion. The Treasurer shall post delinquent Member's names, as directed by the Board of Directors. (Amended March 13, 2001).

- B. **Revocation of Membership for Delinquency:** The Board of Directors may revoke the Membership of any Member whose dues or other indebtedness to the club remain unpaid for one quarter after the due date for payment. Revocation shall not become effective until 15 days notice of the pending revocation has been given the delinquent member, and without providing the delinquent member the opportunity to appear and be heard, orally, or in writing, either before the Treasurer or before the Board of Directors, at the election of the Board, at least 5 days before the effective date of the revocation. If the hearing is set before the Treasurer, the Treasurer shall have the power to determine that the revocation shall not take place on proof of payment or on the making of satisfactory arrangements for satisfying the arrearages. On revocation of the membership of a member with Equity, the Equity shall be forfeited to the Club. (Amended January 27, 2009).

- 2.10 Termination of Membership:** The Board of Directors may terminate the membership of any Member on finding that the Member has been guilty of unacceptable conduct as a Member, or of violating Club rules or regulations. No action to terminate a membership shall be taken without 15 days prior notice to the member and without providing the member an opportunity to be heard, orally or in writing, in person or by representative, at least 5 days before the effective date of the

termination. If the Board of Directors takes action to terminate it shall specify whether and under what conditions the terminated Member shall have the right to reapply for membership. (Amended April 5, 1994).

ARTICLE 3 - MEETINGS

- 3.1 Location:** Location of all meetings of Members shall be the Clubhouse or such other place designated by the Directors.
- 3.2 Annual Business Meeting:** An Annual Business Meeting of the Members shall be held each year, at the Clubhouse or such other place as shall be determined by the Directors.
- 3.3 Special Meetings:** Special meetings of the Members may be called at any time by the Directors or the Commodore to be held at the time and place designated.
- 3.4 Notices:**
- A. Notification of each Annual Business Meeting or other meetings shall be given to each member in *Sea Sounds* or by written communication addressed to each member at the address appearing in the Club records. Such meeting notices shall be sent to each Member entitled thereto, not less than five (5) days before such meeting and shall specify the place, the day and the hour of the meeting.
- B. An entry in the minutes that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to each Member as required by law and the Club Bylaws.
- 3.5 Voting:** At all meetings of the membership, each Member in good standing and entitled to one vote, may vote in person or by proxy. Voting may be by voice or ballot, provided that all elections of



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Officers and Directors must be by ballot, if demanded before the voting begins, by a Member entitled to vote.

- 3.6 Quorum:** A quorum consists of at least thirty Members in good standing and entitled to vote for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to have less than a quorum.
- 3.7 Proxies:** Proxies made by a Member entitled to vote shall designate an agent authorized by a written proxy, executed by the Member and filed with the Club Secretary; provided that such agent shall be a Voting Member in good standing and provided further that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the Member executing it specified therein the length of time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from date of its execution.

ARTICLE 4 - ELECTED OFFICERS AND DIRECTORS

Part A. Elected Officers and Directors:

- 4.1 Elected Officers:** The elected officers of the Club shall be a Commodore, Vice Commodore, Rear Commodore, Fleet Captain, and Treasurer, all of whom shall be voting members of the Club in good standing.
- 4.2 Commodore:** The Commodore shall be the Chief Executive Officer of the Club and shall have general supervision and direction of the affairs of the Club and the other officers, all of whom shall

report to the Commodore. The Commodore shall preside at all meetings of the Members and of the Board of Directors, shall represent the Club to all outside organizations and governmental agencies, and shall serve as an ex-officio member of all committees of the Club. The Commodore shall have such other powers and duties as may be prescribed by resolution of the Members or the Board of Directors.

- 4.3 Vice Commodore:** The Vice Commodore shall assist the Commodore in the discharge of the Commodore's duties, and, in the absence or temporary disability of the Commodore, shall preside and act in the place of the Commodore. When so acting, the Vice Commodore shall have the same powers and be subject to the same restrictions as the Commodore. The Vice Commodore shall have such other powers and duties as may be prescribed by resolution of the Members or the Board of Directors.
- 4.4 Rear Commodore:** The Rear Commodore shall assist the Commodore in the discharge of the Commodore's duties, and, in the absence or temporary disability of the Commodore and Vice Commodore, shall preside and act in their place and stead.

When so acting, the Rear Commodore shall have the same powers and be subject to the same restrictions as the Commodore or Vice Commodore. The Rear Commodore shall serve on the Long Range Planning Committee and shall have such other powers and duties as may be prescribed by resolution of the Members or the Board of Directors.

- 4.5 Fleet Captain:** The Fleet Captain shall coordinate and supervise all racing and cruising activities of the Club and shall maintain a Fleet Calendar of all Club racing and cruising activities. The Fleet Captain shall serve on the Calendar Committee and shall have such other powers and perform such other duties as may be prescribed by resolution of the Members or the Board of Directors.



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- 4.6 Treasurer:** The Treasurer shall be the Chief Financial Officer of the Club and shall have general supervision of the Club's financial affairs. The Treasurer shall cause to be kept and maintained complete and accurate records of the Club's financial affairs and shall prepare regular financial reports for the Board of Directors. The Treasurer shall also prepare an annual report on the financial status of the Club at year end for presentation to the incoming Commodore and Board of Directors. The Treasurer shall be responsible for disbursement of Club funds, and all checks drawn on Club accounts shall be issued by the Treasurer unless otherwise authorized by the Financial Oversight Committee. The Treasurer shall be a member of the Financial Oversight Committee and supervise and assist the Assistant Treasurer. The Treasurer shall have such other powers and duties as may be prescribed by resolution of the Members or the Board of Directors. The Treasurer shall furnish the Club, at its expense, a bond in an amount fixed by the Directors, unless, waived, to cover the faithful performance of the duties assigned, or delegated to others to be performed.
- 4.7 Directors at Large:** In addition to the elected officers, there shall be six (6) elected Directors at Large, who shall be voting members of the Club in good standing. The Directors at Large shall serve on the Financial Oversight Committee and shall have such other powers and perform such other duties as may be prescribed by resolution of the Members or the Board of Directors. Directors at Large may be appointed to chair or serve on committees and to hold non-elected offices while serving as Directors.
- 4.8 Terms of Office:** The terms of office of the Commodore, Vice Commodore, Rear Commodore and Fleet Captain shall be one year. The term of office of the Treasurer shall be two years. The terms of office of the Directors at Large shall be three years, staggered so that two directors are elected in each year. Terms of office shall begin on the first day of January. For the first group of directors elected, the two who receive the highest number of votes shall have three-year terms, the two who receive the next highest number of votes shall have two-year terms, and the two who receive the lowest number of votes shall have one-year terms.
- 4.9 Resignation or Removal:** Any Officer or Director may resign the office by submitting written notice to the Commodore or Recording Secretary of the Club. Any such resignation shall be effective on the date requested or upon receipt by the Recording Secretary and, unless specified otherwise, acceptance shall not be required to make it effective. Any Elected Officer or Director may be removed, either with or without cause, by vote of a majority of the voting members at any meeting of the Members specially called for that purpose.
- 4.10 Vacancies on Board of Directors:** The Board of Directors shall fill all vacancies caused by the death, permanent disability, disqualification, resignation, or removal of any elected officer or Director at Large. To fill a vacancy occurring in the office of Commodore or Vice Commodore during the first half of the term, the Board shall select a Staff Commodore. To fill a vacancy occurring in the second half of the term of Commodore or Vice Commodore, the Board may select either the Vice or Rear Commodore, or a Staff Commodore. Any person selected to fill a vacancy shall hold office for the unexpired portion of the term, or until such person resigns, is disqualified, or removed.

Part B. Staff Commodores:

- 4.11 Junior Staff Commodore:** At the conclusion of the Commodore's term, the Commodore shall automatically become the Junior Staff Commodore for a term of one year. If the immediate past Commodore is unable or unwilling to serve, the Commodore shall appoint one of the Staff Commodores to serve as a Member of the Board of Directors. The Junior Staff Commodore shall



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serve as a member of the Board of Directors, shall chair the nomination and elections committee, and shall have such other powers and perform such other duties as may be prescribed by resolution of the Members or Directors.

- 4.12 Staff Commodores:** Upon completion of a term as Junior Staff Commodore, the Commodore shall be a Staff Commodore so long as membership in good standing is maintained in the Club.

Part C. Nomination, Election, and Installation:

- 4.13 Nomination and Elections Committee:** The Nomination and Elections Committee shall be chaired by the Junior Staff Commodore and shall have four additional members, two of whom shall be Staff Commodores appointed by the Commodore, and two of whom shall be appointed by the Board of Directors from the general membership of the Club, provided that no member who is not in good standing and no current member of the Board of Directors, or non-resident members shall be appointed to the Committee. Appointments to the Nomination and Elections Committee shall be made and announced at the August meeting of the Board of Directors. (Amended December 2, 1997).

A. Nomination Procedures: The Committee shall nominate candidates as required by the bylaws, and, in addition, at the request of the Commodore or Board of Directors, the Committee shall supply lists of possible candidates for other positions, including vacancies on the Board of Directors. The Committee shall supervise elections, and shall review election and nomination procedures and make recommendations to the Board for changes as needed. The Committee shall meet and consult with the Commodore at least once before developing its slate of nominees for elected positions. (Amended July 5, 1994).

B. Publication of Election Process: The Jr. Staff Commodore shall publish an article in the September *Sea Sounds* that lists the members of the Nomination and Elections Committee and describes the process for nominating and electing candidates for office, including the relevant dates. (Amended July 5, 1994).

4.14 Nominations.

A. Elected Officers: Candidates for Commodore, Vice Commodore, Rear Commodore, Fleet Captain, and Treasurer shall be nominated by the Nomination and Elections Committee. The Committee shall prepare a brief statement, not to exceed 100 words, of each candidate's qualifications and interest in serving. (Amended July 5, 1994).

B. Directors at Large:

- (1) Any Voting member in good standing may stand for election as a Director at Large by delivering to the Jr. Staff Commodore, no later than the date of the regularly scheduled September board meeting, a statement that the member wishes to serve as a Director at Large, together with a brief statement, not to exceed 100 words, of the person's qualifications and interest in serving. (Amended July 5, 1994).
- (2) Any member of the Club may nominate a Voting member in good standing for election as a Director at Large by delivering to the Jr. Staff Commodore, no later than the regularly scheduled September meeting of the Board of Directors, a written nomination, signed by the person to be nominated, agreeing to serve if elected, and including a statement not to exceed 100 words of the candidate's qualifications and interest in serving. (Amended July 5, 1994).



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- (3) As soon after the close of the regularly scheduled September meeting of the Board of Directors as possible, the Junior Staff Commodore shall convene the Nominating Committee. The Nominating Committee shall make such additional nominations as are necessary to fill all vacant positions, and may, in its discretion, nominate additional candidates for Directors at Large and Marina Management Committee, providing for each candidate a statement not to exceed 100 words of the person's qualifications and interest in serving. (Amended July 5, 1994).

- 4.15 Report of Nominating Committee and Additional Nominations:** The Nominating Committee shall report the names of all candidates for all offices at the Annual Business Meeting. Additional nominations for any office may be made at that time by any member, with two seconds, each of whom must be a member entitled to vote. Brief statements (not to exceed 100 words) of the candidate's qualifications and interest in serving shall be submitted to the Jr. Staff Commodore by each candidate nominated at the Annual Business Meeting not later than 2 days after the Annual Business Meeting. Candidates for whom a statement has not been received by the deadline shall not be included on the ballot. (Amended July 5, 1994).
- 4.16 Candidate Statements and Ballots:** The candidate statements shall be included with the ballots mailed to the voting membership. Names of candidates for offices shall be listed alphabetically. No indication shall be made of who nominated the candidates. (Amended July 5, 1994).
- 4.17 Elections:** Officers and Directors shall be elected by a mail ballot. Ballots shall be mailed to all members entitled to vote, no later than the Friday following the Annual Business Meeting. Only voting members in good standing on October 1 are entitled to vote.

To be counted, ballots must be received at the Clubhouse no later than 18:00 hours on the Saturday before the Election and Awards Meeting. The Nominating and Elections Committee shall supervise the election and counting of the ballots. The Jr. Staff Commodore shall announce the results at the Election and Awards Meeting. (Amended July 5, 1994).

- 4.18 Runoff Elections:** In the event of a tie vote, a runoff election shall be held between 18:00 and 19:00 hours at the Election and Awards Meeting, and the results announced at that meeting. Only those persons eligible to vote in the original election are eligible to vote in the runoff election, which shall be by secret ballot. (Added July 5, 1994).
- 4.19 Installation:** Elected and Appointed Officers and Directors shall be installed at the December Installation Meeting of the Members and their terms shall commence on January first of the following year.

ARTICLE 5 –APPOINTED OFFICERS.

Fiscal Responsibilities, Committees and Organization:

- 5.1 Appointed Officers and Managers:** The Commodore, after consultation with the Vice and Rear Commodores with respect to appointments of all officers, and the Fleet Captain and Treasurer with respect to officers reporting to them, shall appoint (and have the power to remove) the Recording Secretary, Corresponding Secretary, Judge Advocate, Port Captain, House Manager, Assistant Treasurer, and the Managers of bar and food services operations and the Ships Store.
- 5.2 Recording Secretary:** The Recording Secretary shall attend all meetings of the Board of Directors and Members and shall take and keep, or cause to be kept, a book of minutes of all meetings of the Members and Directors. The Recording Secretary shall assist the Corresponding Secretary as



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needed, and shall have such other powers and duties as may be prescribed by resolution of the Members or Directors.

5.3 Corresponding Secretary: The Corresponding Secretary shall be responsible for the Club's correspondence and shall assure that notice of all meetings of Members and Directors, required to be given by law and the Club Bylaws, is given. The Corresponding Secretary shall sign and issue certified membership cards to each Member entitled thereto, shall issue and keep records of gate and door keys, and shall be responsible for reciprocal cards for other yacht clubs. The Corresponding Secretary shall assist the Recording Secretary as needed, and shall have such other powers and duties as may be prescribed by resolution of the Members or Directors.

5.4 Assistant Treasurer: The Assistant Treasurer shall be responsible for keeping the Club membership records, for collecting Club dues, and for other billings and collections, and shall prepare regular reports on the Club's membership status for the Board of Directors and the Membership Committee. Under the direction and with the assistance of the Treasurer, the Assistant Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the receipts, disbursements, properties, assets and other financial affairs of the Club. The Assistant Treasurer shall receive and receipt for all moneys and other valuables of the Club, shall deposit the same in the name of, and to the credit of, the Club with such depositories as may be designated by the Financial Oversight Committee.

The Assistant Treasurer shall prepare regular accounts of all financial transactions during his or her term, and shall have such other powers and duties as may be prescribed by the Treasurer or the Directors. The Assistant Treasurer shall furnish the Club, at its expense, a bond in an amount fixed

by the Directors, unless waived, to cover the faithful performance of the duties assigned, or delegated to others to be performed.

5.5 House Manager: The **House Manager**, shall have charge of the Clubhouse, including maintenance and repair, cleaning, use and rental of facilities, establishment of rules and regulations, and such other powers and duties as may be prescribed by resolution of the Members or the Directors. The House Manager shall select a committee, with the approval of the Vice Commodore, to assist in the performance of the House Manager's duties.

5.6 Budget: The Commodore, with the assistance of the Treasurer and Financial Oversight Committee, shall be responsible for preparation of the annual budget, which shall be submitted for approval to the Board of Directors not later than the regular February meeting of the Board.

5.7 Financial Oversight Committee: The Treasurer and the Directors at Large shall serve on a Financial Oversight Committee. The chair of the Committee shall be selected annually from the Directors at Large. The Committee shall develop financial policies and procedures for the Club and shall monitor adherence to the budget. The Commodore, House Manager, and Assistant Treasurer shall report regularly to the Committee on the financial position of the Club and the status of the budget. No expenditures in excess of budgeted amounts may be made without approval by the Financial Oversight Committee.

5.8 Calendar Committee: The Commodore, Fleet Captain, House Manager, Social Chair, Women of SMWYC President, and such other persons as the Commodore shall appoint, shall serve as a calendar committee to maintain the Club master calendar and coordinate and minimize conflicts among Club activities.



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- 5.9 Other Officers and Committees:** The Commodore, after consultation with the Vice and Rear Commodores and the Fleet Captain, shall appoint all other officers and the Chairs and members of all standing Club committees, except as otherwise specified in the Bylaws. The Commodore shall serve as one of the two delegates to SCYA and shall appoint the second delegate and as many alternates as desired. The Commodore shall have the power to create and appoint persons to fill special committees and other special positions and to assign their supervision and reporting responsibilities as necessary or desirable.
- 5.10 Organization:** Officers, Managers, and Committee Chairs report as follows:
- A. To the **Commodore:** Corresponding and Recording Secretaries, Judge Advocate, Sea Sounds Editor, Members' Directory Chair, *Web Committee* and Chair of the Publicity Committee.
 - B. To the **Vice Commodore:** House Manager, Social Chair, Ships Store Manager, and the Managers of all bar, kitchen and food service operations.
 - C. To the **Rear Commodore:** Port Captain, Fleet Surgeon, Chaplain, and the Chairs of the Membership, O.D., Education, Juniors and Collegiate Committees.
 - D. To the **Fleet Captain:** Cannoneer and the Chairs of the Sail Race, Cruise, and Power Fleet Committees, and all other committees and groups conducting on-the-water activities.
 - E. To the **Treasurer:** Assistant Treasurer.
- 5.11 Special funds:** Any funds deposited into dedicated accounts for special purposes such as, but not limited to, building funds, capital replacement or refurbishment, marina units purchase, whether by donation, assessment, fund raising or transfers from general fund, shall not be used for any other

purposes except as may be authorized by majority vote of the Board of Directors at a regularly scheduled monthly meeting open to the general membership after written notice or publication in the Sea Sounds at least fifteen (15) days prior to that vote. (Published Oct. 1994 Sea Sounds, adopted Oct. 4, 1994).

ARTICLE 6 - BOARD OF DIRECTORS

- 6.1 Authorized Number:** The authorized number of members of the Board of Directors is thirteen (13).
- 6.2 Board of Director Members:** The Board of Directors shall be comprised of the six (6) Directors at Large and seven (7) Officers who, by virtue of their position, shall serve as members of the Board of Directors. The Officers who shall serve as members of the Board are the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Treasurer, Junior Staff Commodore, and the President of the Women of SMWYC.
- 6.3 Activities and Affairs:** The activities and affairs of the Club and of SMWYC Marina shall be controlled by or under the direction of, and all corporate powers shall be exercised by or under the direction of, the Board of Directors, subject to the Articles of Incorporation, the Bylaws, the Corporation Code of the State of California, and any provisions of the Limited Partnership Agreement requiring authorization or approval by the Members. The Board may delegate the management of the activities of the Club to any person or persons or committees, as provided in the Bylaws, or otherwise not in conflict with the Bylaws, provided that the activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.



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- 6.4 Meetings: Time, Place, and Notice:** Meetings of the Board of Directors shall be held monthly on the first Tuesday, at 7:30 p.m. in the Club house, or at such time and place as called by the Commodore, the Vice or Rear Commodore, or by a majority of Directors. Written or oral notice of the time and place of any Directors' Meeting, other than the regularly scheduled monthly meeting, shall be given to each Director personally, or by telephone, fax, or other written or oral communication at least twenty-four (24) hours before the time of the meeting.

The regularly scheduled monthly meeting of the Board of Directors shall be open to the general membership of the Club, except when necessary for the Board to meet in executive session. In addition to its regular monthly meeting, the Board may hold closed business meetings; provided, however, that all action taken in closed meeting shall be reported to the membership at the next regular open meeting of the Board.

In addition to actions taken at meetings, any action required or permitted to be taken by the Directors may be taken without a meeting, if all Members of the Board individually or collectively consent to such action and such consents are recorded with the minutes of the Board's proceedings. Any action so taken must be reported at the next regular open meeting of the Board. Any certificate or other document filed under any provision of Division 1 of the Corporation Code relating to action so taken, shall state that the action was so taken and that the Bylaws authorize the Directors to so act.

- 6.5 Quorum:** A quorum of the Directors may adjourn any Directors' Meeting to meet again at a stated day and hour; provided that in the absence of a quorum, the majority of the Directors present at any Directors' Meeting may adjourn from time to time. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors, if the time and place be fixed at the meeting adjourned.

- 6.6 Entry of Notice:** means whenever any Director has been absent from any meeting of the Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Directors as required by law and the Club Bylaws.

- 6.7 Waiver of Notice:** means that any meeting of the Directors, however called, noticed or held, shall be as valid as a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Directors not present sign a written waiver of notice or consent to hold such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with Club records or made part of the minutes of the meeting.

- 6.8 Quorum:** A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as herein before provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the Board of Directors.

ARTICLE 7 - SMWYC MARINA MANAGEMENT COMMITTEE

Deleted in its entirety by resolution of the Board of Directors November 2010.

ARTICLE 8 - MISCELLANEOUS

- 8.1 Burgee:** The Burgee of this Club shall be a pointed flag with a five-pointed star in red upon a triangle of white on a blue field. Inside the blue field, shall be a yellow stripe running from the top to



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the bottom. The width of the stripe is approximately one-tenth (1/10) the width of the star, and follows the contour of the white triangle; The hoist to be approximately two-thirds (2/3) of the length; The triangle in white to be at the luff and to extend approximately one-third (1/3) of the length to a point in the centerline; The five-pointed star to be in the center of the triangle and to extend approximately one-sixth (1/6) of the length.

- 8.2 Pennants:** The Pennants of the Club shall be twelve as follows:
- A. The Commodore may display a rectangular flag with a fowl anchor encircled by thirteen (13) five-pointed stars on a blue field.
 - B. The Vice Commodore shall display a rectangular flag with a similar device on a red field.
 - C. The Rear commodore shall display a rectangular flag with a similar device on a white field.
 - D. The Fleet Captain's flag shall be rectangular with a blue fowl anchor on a white field.
 - E. The Race Committee Chairman's flag shall be rectangular with a red vertical fowl anchor, supported by two letters "R.C." in white on a blue field.
 - F. The House Director's flag shall be rectangular with a white fowl anchor on a red field.
 - G. The Secretary's flag shall be rectangular with a white maple leaf on a blue field.
 - H. The Treasurer's flag shall be rectangular with a white acorn on a blue field.
 - I. The Judge Advocate's flag shall be rectangular with white crossed quills on a blue field.
 - J. The Fleet Surgeon's flag shall be rectangular with a red caduceus on a white field.

 - K. The Staff Commodore may display a rectangular flag, blue field, with a single loop of white coiled line tied in a square knot at the bottom. The loop encircles three 5 pointed stars placed in triangular position with the single star at the top.
 - L. The Port Captain's flag shall be rectangular with a similar device on a blue field.
 - M. The Past Commodores may display a rectangular flag, blue field with three five-pointed stars parallel to the staff, with a white fowl anchor.
- 8.3 Auxiliary Organizations:** Appropriate auxiliary organizations may be established from time to time by the Board of Directors. Such organizations shall be subject to the approval of and continuous control by the Club Board of Directors.
- 8.4 Reciprocity:** The principle of Reciprocity shall at all times be a policy of the Club in its dealings with other recognized yacht clubs.

ARTICLE 9 - LIABILITY OF MEMBERS AND ASSESSMENTS

- 9.1 Liability:** Neither the Members nor the Directors nor Officers shall be personally liable for the debts, liabilities, actions, errors, omissions or obligations of the Club or its membership.

ARTICLE 10 - AMENDMENTS



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10.1 Amendments: These Bylaws may be amended at any regular or special meeting of the Board of Directors, by a two-thirds vote of the Directors present, provided that copies of the proposed amendment were submitted in writing at the previous Board Meeting. In addition, the proposed amendments must be published in *Sea Sounds* prior to final action by the Board or mailed separately to the membership at least ten days prior to final vote.

ARTICLE 11 - PLANNING COMMITTEE

11.1 Long Range Planning: There shall be a Long Range Planning Committee whose function is to establish a long-range plan of the goals and objectives of the Club that will be reviewed annually. The Committee shall accept suggestions from the general Membership of the Club in addition to evolving its own plans and shall report its recommendations to the Board of Directors not less than annually.

11.2 Committee Members: The Planning Committee shall be comprised of the Rear Commodore and ten Members of the Club in good standing who are not presently serving on the Board of Directors, and whose terms shall be staggered to ensure continuity of the Committee's operations from year to year. The Committee shall select its own officers, rules and procedures, subject to approval by the Board of Directors.

End of Bylaws.