

**BOULDER YACHT CLUB
BY-LAWS
Revision of 8 October 2006**

APPROVED: _____ by the Members of Boulder Yacht Club.

**ARTICLE I
NAME**

The name of this club shall be the Boulder Yacht Club, hereinafter called the Club.

**ARTICLE II
PURPOSE**

The purpose of the Club shall be to promote boating as a wholesome sport and to provide an organization for cruising, safety education, and competitive and social activity, pursuant to and in compliance with the Articles of Incorporation.

**ARTICLE III
MEMBERS**

Any person with an interest in boating with paid-up membership in the Club.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION A:

The Board of Directors shall consist of five (5) Directors. A Director shall be a member of a household unit leasing a slip at Boulder Marina for the complete term of office. Two of the Directors shall be the two most recent Past Commodores. The remaining three (3) Directors shall be elected at large from the members. To be qualified to hold the position of a Director-at-Large, the member must have been a member of Boulder Yacht Club for the last three (3) consecutive years. Initially, only two (2) Directors will be elected from the members at large with three Directors being the three most recent Past Commodores. One Director shall serve for two (2) years and one Director shall serve for one (1) year. Thereafter, on the next year, two (2) Directors will be elected to serve, one for three (3) years and one for one (1) year. The following year and every year thereafter, one Director will be elected at large for a three (3) year term..

SECTION B:

The current Commodore will serve as an ex-officio, non-voting member of the Board of Directors. At the expiration of the Commodore's term of office, that Commodore will start a two-year term as a Director.

SECTION C:

Whenever a vacancy occurs on the Board of Directors because of a resignation or removal of a Past Commodore, the vacancy shall be filled by the remaining Directors selecting a member to take that Past Commodore's position as a Director until a new Past Commodore is available. Whenever a vacancy occurs in the position of an elected Director, that Director's position shall be replaced by the remaining Directors selecting a member to serve in the vacant position until the next regular election at which time the members are to elect someone to finish out that particular Director's remaining term, if any. Whenever a vacancy occurs in the position of an Elected officer, except for the position of Commodore, the vacancy shall be filled by the Directors selecting a member to take that Elected Officer's position until the next election at the Annual General Meeting.

SECTION D:

The Board shall elect from its membership one person to serve as Chairman to the Board and one person to

serve as Secretary to the Board. The Chairman and Secretary shall serve for one year consistent with the fiscal year hereinafter described in these By-Laws. The duties of the Chairman of the Board of Directors shall be to conduct the meetings of the Board of Directors and to act as a spokesman in behalf of the Board. The Secretary of the Board of Directors' duties shall be to prepare minutes of the meetings of the Board of Directors and to preserve the same.

SECTION E:

The Board of Directors shall consist of five (5) Directors. A Director shall be a member of a household unit leasing a slip at Boulder Marina for the complete term of office. Two of the Directors shall be the two most recent Past Commodores. The remaining three (3) Directors shall be elected at large from the members. To be qualified to hold the position of a Director-at-Large, the member must have been a member of Boulder Yacht Club for the last three (3) consecutive years. Initially, only two (2) Directors will be elected from the members at large with three Directors being the three most recent Past Commodores. One Director shall serve for two (2) years and one Director shall serve for one (1) year. Thereafter, on the next year, two (2) Directors will be elected to serve, one for three (3) years and one for one (1) year. The following year and every year thereafter, one Director will be elected at large for a three (3) year term.

SECTION F:

Any Director or Elected Officer removed from office by the Board of Directors has the right of appeal to the Club at a special meeting called for that purpose, and the membership may by majority vote of those present, reverse the action of the Board and set aside the removal of that Board Member or Elected Officer.

SECTION G:

Three Directors shall constitute a quorum. All meetings of the Board shall be called by the Chairman or by two or more other Directors.

SECTION H – DUTIES:

The Board of Directors shall provide general guidance and direction of the policies of the Club. Specific day-to-day administration of Club activities and events shall be the responsibility of the Commodore and Staff Officers as defined in ARTICLE V. The Board of Directors may require all Staff Officers and Committees to report to it when necessary for the discharge of its decisions. The Board of Directors shall not permit the Staff officers or the Club in general to incur debts in excess of annual income and dues without approval of a majority of members at a general or special meeting.

SECTION I – PROPERTY:

All property of the Club shall be vested in the Board of Directors as trustee for the members thereof, and the Board shall have power to act for and bind the members of the Club, as their agent, in all transactions relating to such property.

**ARTICLE V
OFFICERS**

SECTION A:

The elected officers of the Club shall be designated Commodore, Vice-Commodore, Secretary/Treasurer, Race Chairperson and Social Chairpersons(s). These Officers shall be Flag Officers. A Flag Officer shall be a member of a household unit leasing a slip at Boulder Marina for the complete term of office. The Vice-Commodore, Secretary/Treasurer, Race Chairperson and Social Chairperson shall collectively be called the Staff Officers hereinafter. The Commodore and Vice-Commodore shall only serve one (1) consecutive year. The Secretary/Treasurer and Social Chairperson may not serve more than two (2) consecutive years. The Race Chairperson shall be elected to a two (2) year term of office, the first year of the term being served as Race Chair and the second year of the term being served as Race Chair Advisor. A Race Chairperson shall be elected every year so as to create continuity in the program with the overlapping of terms. To be qualified to hold the position of an elected Officer, with the exception of the Social Chairperson, the member must have been a member in good standing of Boulder Yacht Club for the last

two (2) consecutive years prior to the date that member would assume office. The Social Chairperson must have been a member in good standing of Boulder Yacht Club for the year prior to the date that member would assume office.

SECTION B – DUTIES OF THE COMMODORE:

It shall be the duty of the Commodore to direct the Club, to preside at all meetings of the Club, to officially represent the Club in all external affairs, and to enforce its laws and regulations, and the decisions of the Board of Directors. The Commodore is responsible for appointing the Editor-In-Chief of the Club newsletter and the Webmaster of the Club Internet Web Site. The Commodore shall assure that the newsletter and Website are published or updated on a periodic basis, provide information beneficial to the Club membership and present a favorable image of the Club.

SECTION C – DUTIES OF THE VICE-COMMODORE:

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of those duties, and in the event of absence to act in the Commodore's stead. In the event the Commodore is unable to complete his or her term of office, the Vice-Commodore will assume the duties of Commodore until the election at the next Annual General Meeting.

SECTION D – DUTIES OF THE SECRETARY/TREASURER:

It shall be the duty of the Secretary/Treasurer to keep a record of all Club meetings, keep a roster of the officers and committees, a roll of the members and of the yachts, report to the Club at its Annual General Meeting, and to the Board of Directors as required, collect all monies due the Club, and make such disbursements therefrom as are ordered or approved by the Commodore and Staff Officers, and keep account of all Club monetary investments and make a financial report to the Club at its Annual General Meeting.

SECTION E – DUTIES OF THE RACE CHAIRPERSON:

During the first year of the term, the Race Chair responsibilities will include:

- Overall responsibility for the operation and administration of the Race Program and all related events as determined by the Commodore and agreed to by the Race Chair.
- Preparation of the schedule of races and events to be presented to the membership by the Race Club including all series racing, special club events and lake-wide events which involve racing.
- Preparation and circulation of a committee boat schedule including alternates to encompass the year's activities.
- Calculation and circulation of most recent PHRF ratings for the Boulder Fleet with assistance from the Race Chair Advisor.
- Keep financial records generated by the Race Program.
- Conduct skipper's meetings with the Boulder Yacht Club for series racing, open regattas and events.
- Procure and award all trophies for Club sponsored events.
- Prepare and submit articles for the Boulder Bits.

During the second year of the term, the Race Chair Advisor responsibilities will include:

- Assist the Race Chair in the preparation of PHRF ratings when requested.
- Assist the Race Chair in the preparation of budget, spending and income for the year.
- Maintenance of race equipment including marks, flag systems, lights, megaphone, writing board, computer, records, etc.

- Conducting skipper's meetings with other lake organizations during open regattas and events.
- Planning and coordinating special regattas and lake-wide events.
- Taking the place of the Race Chair in his/her absence.

SECTION F – DUTIES OF THE SOCIAL CHAIRPERSON(S)

It is the duty of the Social Chairperson(s) to set the social calendar, recruit party hosts for the Club parties, assist the party hosts with information, suggestions and help whenever necessary.

ARTICLE VI COMMITTEES

SECTION A:

The Members at the Annual General Meeting of the Club shall elect all Flag Officers. There shall be at least two (2) Standing Committees, the Race Committee and the Social Committee, but other committees may be appointed as the need arises upon approval by the Board of Directors.

SECTION B – RACE COMMITTEE:

The Race Committee shall have authority to regulate and control all races and regattas held by the Club. It shall decide all questions referred to it by the judges and skippers of competing yachts, and select and award all racing prizes offered by the Club.

SECTION C – SOCIAL COMMITTEE:

The Social Committee shall organize and manage social activities and shall check with the Treasurer for availability of budgeted funds.

ARTICLE VII MEETINGS

SECTION A – ANNUAL GENERAL MEETING:

The Annual General Meeting shall be held the morning after the last Club social event of the calendar year, generally in October; provided, however, the Commodore and Staff Officers may set a different date of said meeting. The Secretary shall mail written notification to all members at least fifteen (15) days prior to the Annual General Meeting.

SECTION B – ANNUAL BOARD OF DIRECTORS MEETING:

The annual Board of Directors meeting shall be held during the month of January; provided, however, the Chairman of the Board or two (2) other Directors may set some other time for said meeting. Invited to this meeting shall be the current Commodore and Staff Officers and the Commodore-elect and Staff Officers-Elect. Other meetings of the Board may be called in accordance with ARTICLE IV.

SECTION C – SPECIAL MEETINGS:

Special meetings of the members may be called at the request of the Commodore, or by the written request of ten (10) of the members, or at the request of the Board of Directors. Such special meetings shall have power to transact only that specific business for which the meeting was called. The Secretary shall mail written notification to all members at least fifteen (15) days prior to any special meeting, and state in writing the business under consideration for such special meeting.

SECTION D – FLAG OFFICER MEETINGS:

All Flag Officers shall have the authority to arrange and call their own committee meetings at a time and place most convenient to the committee. The Commodore may call for a meeting of any committee as the need may arise.

SECTION E – GENERAL NOMINATIONS MEETING:

An Annual General Nominations Meeting shall be held a minimum of thirty (30) and a maximum of sixty (60) calendar days prior to the Annual General meeting in accordance with ARTICLE VIII.

**ARTICLE VIII
NOMINATIONS AND ELECTIONS**

SECTION A – NOMINATIONS:

Nomination of candidates to succeed the current Commodore and Staff Officers and any vacancies on the Board may be made by any Club member in good standing at the General Nominations Meeting. Notarized written nominations containing the nominee's name as well as the clearly written name of the Club member making the nomination, may be made by Club members in good standing who are unable to attend the General Nominations Meeting. Such written nominations shall be sent to the Club Secretary via U>S> Mail or commercial courier service in time to be received by the Club Secretary a minimum of four (4) calendar days prior to the General Nominations Meeting. It is the duty of the Board to verify that all persons nominated are Club members in good standing, meeting the qualifications of office, that their nominations have been seconded and that they are willing to serve the term of office if so elected. The Board shall forward all the verified nominations to the Club Secretary who shall include them on the ballot and then mail the ballot to all members at least fifteen (15) days prior to the Annual General Meeting for the Election of Officers. The Secretary shall also notify the members of the election procedures, the mailing address of the Board Chairman for Absentee Ballots as well as the proposed slate.

SECTION B – ELECTIONS:

Any vacancies on the Board of Directors shall be elected at the annual meeting each year by a majority of the members present. The Commodore, Vice-Commodore, Secretary/Treasurer, and Flag Officers shall be elected to serve for a period of one (1) year with the exception of the Race Chairperson, who will serve a two (2) year term as stated in ARTICLE V, SECTION –A. Nominations will not be accepted from the floor. Voting shall be by secret ballot, except in the case of Absentee Ballots, which must be notarized and clearly state the member's name. Ballots containing write-in names for Officers or Directors will not be accepted. Notarized Absentee Ballots may be completed by Club members in good standing who are unable to attend the Annual General Meeting, and shall be sent to the Board Chairman via U>S> Mail or commercial courier service. Such Ballots shall be sent in time to be received by the Board Chairman a minimum of four (4) calendar days prior to the Annual General Meeting. Voting by proxy is not authorized. Upon the completion of the voting at the Annual General Meeting, the Board shall excuse itself from the meeting to review the ballots and count the votes for each candidate. Upon completion of the count of votes, the Board shall return to the Annual General meeting to announce the count for each candidate and declare the Officers and Directors-elect. No member of the Board shall divulge the name of anyone submitting an Absentee Ballot or how they voted.

SECTION C – COMMENCEMENT OF TERM OF OFFICE:

The term of office shall commence immediately upon installation of said Officers at the annual dinner party in February, or at some other appropriate event, prior to the start of the fiscal year defined in ARTICLE X.

SECTION D – ORDER OF BUSINESS AT MEETINGS:

The order of business at all meetings, except special meetings, shall be as follows: (1) Call to Order (presence of quorum); (2) reading of minutes of previous meetings; (3) communications; (4) reports of officers; (5) reports of committees; (6) elections; (7) unfinished business; (8) new business; and (9) adjournment.

**ARTICLE IX
MEMBERSHIP**

SECTION A – ACTIVE MEMBERSHIP:

Membership dues shall be on a household basis and shall entitle all dependents resident in the member's household to general privileges of the Club, except voting rights are limited to one vote per household.

SECTION B – FORFEITURE OF MEMBERSHIP:

Any member accused in writing of breaking the rules of the Club, or of conduct unbecoming or damaging to the good name of the Club, shall be notified of such charges and details by the Secretary, and be given an opportunity to be heard in that member's own behalf before the Board of Directors. Upon such hearing or upon failure of the member to appear, the Board may, if it finds the charges proved, admonish or suspend said member, or, upon vote of at least four (4) Directors, declare that membership forfeited. Such member has the right of appeal to the Club at a special meeting called for that purpose and the membership may be majority vote of those present, reverse the action of the Board and set aside all penalties. Failure to renew membership, including payment of Dues as prescribed in ARTICLE X by March 31st of each year, shall automatically result in termination of membership.

**ARTICLE X
DUES**

SECTION A – DUES

Dues for members may be increased or decreased by an amendment to these By-laws in accordance with ARTICLE XI. Dues shall be due and paid on or before March 1st of each year, and if not paid by then, shall be considered delinquent. Annual dues are fixed at \$35.00 per household unit.

SECTION B – COURTESY MEMBERSHIP is hereby Deleted

**ARTICLE XI
AMENDMENTS**

Amendments and changes to these By-Laws shall be a two-thirds (2/3) ERSmajority of those members present at any meeting specifically called for said amendment. The membership shall be notified in accordance with ARTICLE VIII. Each year the Board of Directors shall review these By-Laws and recommend appropriate changes if they believe same desirable.

**ARTICLE XII
NO DISCRIMINATION**

No person shall be denied membership in this Club, nor shall the Club in any manner discriminate against any member by reason of race, religion, color, sex, or creed.