

H.B.Y.C. CONSTITUTION

(Rev. II – Effective 8/6/2005)

ARTICLE I...Name

SECTION 1. The name of this organization shall be "Harbor Bay Yacht Club".

ARTICLE II...Objects

SECTION 1. The object of this Club shall be to produce, protect, and encourage the sport of boating; to encourage the members to become familiar with and to adhere to the rules and laws of navigation and seamanship; and to promote and encourage sociability and friendship among its members.

SECTION 3. The Club must never undertake any step that will in any measure prevent its offering all Active members the benefits, the privileges, and the duties of full membership. All Active members must have voting power.

SECTION 4. The Club will obtain the necessary documents to earn non-profit status.

ARTICLE III...Membership

SECTION 1. There shall be one regular class of membership: Active. Active membership shall include an applicant and spouse, and shall individually and collectively hereinafter be referred to as "Active member", although the membership shall be held in the name of the applicant. Hospitality of the Club shall be extended to children of Active members, up to and including the age of twenty (20). A Special Inactive class is extended to previously Active members who are temporarily relocated and unable to participate in normal club activities but wish to remain on regular distribution mailings.

SECTION 2. Persons who are sympathetic with the objectives of this Club shall be eligible for membership. Active membership in the Club shall be open to all eligible persons regardless of sex, race, color, creed, religion or national origin and shall be by invitation only, and shall be extended and granted pursuant to written application on forms prescribed and provided by the Club and a favorable vote in accordance with the following SECTION 3 – Election to Membership:

SECTION 3. Election to Membership. After the initial membership drive, all persons proposed for membership thereafter (except for children of active members) shall be recommended in writing by at least two (2) members in good standing of the Club. All applications for membership must be accompanied by the current initiation fee and by one full year's dues. After the application has been submitted to the Board of Trustees for consideration and upon the Trustees' approving of said application, the applicant(s) shall then be admitted to the Club.

No person(s) shall become a member(s) of the Club except upon the majority favorable vote of the Trustees at its Regular or Special meeting at which the application(s) is considered. Membership shall be

liberally granted in accordance with the purpose of the Club and shall not be unreasonably or arbitrarily withheld. Membership may be maintained by continued payment of dues and adherence to these rules and by-laws regardless of location.

SECTION 4. Discipline. If the conduct of any member shall be in violation of the Code of Regulations, By-Laws, or Rules of this Club, or is such that it may throw discredit upon the Club, or be prejudicial to the Club's interest, such member may, by the affirmative vote of two-thirds (2/3) of the Board of Trustees, be suspended or expelled. Before taking such action, a written copy of the charges must be served upon the member and an opportunity given the member to be heard before the Board of Trustees in defense. After such a hearing and in the event the Board of Trustees votes to suspend or expel such member, such member may request and have the suspension or expulsion reviewed by the members of the Club at a Regular or Special meeting.

SECTION 5. Member in Good Standing. The term "member in good standing" shall mean a member of this Club who has paid dues for the current year as provided for in this Code of Regulations and who has not been suspended or expelled from said Club.

ARTICLE IV...Meetings

SECTION 1. The regular meeting of the members of Harbor Bay Yacht Club shall be held on the second Saturday of each month between May and September and on the second Saturday of November and February or as designated by the Board of Trustees at the hour and place published in the notice therefore. When meetings are to be held on other than the second Saturday of the previous referenced months or at a place other than the Club House the change must be announced at the meeting preceding and published as specified.

SECTION 2. Special Meetings. Special meetings of the members may be held at any time upon the call of the Commodore or a majority of the Board of Trustees.

SECTION 3. Notice of Meetings. Notice of all meetings shall be conspicuously posted at the designated home port by the Secretary at least seven (7) days prior to the date of such meeting, and in all cases of Special meetings, the notice therefore shall briefly state the purpose thereof.

SECTION 4. Quorum. Twenty-five (25) members in good standing shall constitute a quorum for the transaction of business at any Regular or Special meeting of the Club members.

SECTION 5. Order of Business. The following order of business shall be observed at Regular meetings:

- A.) Roll Call of Officers.
- B.) Reading of the Minutes of the previous regular meeting and all Special meetings of the members, and all Board Meetings since the previous regular meeting of the members.
- C.) Financial Report.
- D.) Report of Committees.
- E.) Communications.
- F.) Unfinished Business.
- G.) Election of Officers (Annual Meeting).

H.) New Business.

Roberts Rules of Order shall be the final authority in all matters of parliamentary procedure.

ARTICLE V...Dues

SECTION 1. The fiscal year of the Club shall be the calendar year. The amount of dues, fees, assessments and other charges for Club services shall be determined by the Board of Trustees and fixed by majority vote of the members by mailed ballot. Dues shall be paid annually for the period starting January 1 and ending December 31. The Secretary shall notify each member of the amount of dues payable as of January first.

SECTION 2. The Board of Trustees shall promptly notify all members of any changes in fees and charges to members resulting from actions described in Section 1 of this article. The effective date of any changes in fees to members shall be no earlier than forth-five (45) days from the date of the Board of Trustees notification.

SECTION 3. Any member failing to pay dues by March 31 shall be notified of non-payment and shall be dropped from membership and so notified by the Secretary. The Trustees may at their discretion permit members to remain in good standing although their dues remain in whole or in part unpaid.

SECTION 4. A member who has been dropped from membership because of non-payment of dues may apply to the Board, and with the payment of the current years dues plus such penalties and other restrictions as prescribed by the By-Laws, with the approval of the Board, be reinstated with full privileges.

ARTICLE VI...Trustees

SECTION 1. The number of Trustees shall be nine, consisting of four members elected from the membership, and the three Officers, (the Commodore, the Vice-Commodore, the Rear-Commodore), the Immediate Past Commodore, and the General Manager or other officer of the designated home port. The Commodore will act as presiding officer at all meetings of the Board of Trustees.

SECTION 2. Election of Trustees from the Membership. Two of the four Trustees shall be elected each year at the regular August meeting to serve a term of two years.

SECTION 3. Powers of Trustees. The Board of Trustees shall be the governing body of this Club, and it shall be their duty to consider all applications for membership, to set up such Standing Committees as may be necessary and to approve the members thereon. The Board of Trustees shall have the control and management of the Club funds, and property acquired by the Club. However, it is hereby made mandatory that said Board of Trustees shall disclose all matters of large or special interest and importance to the Club at a Regular Club meeting.

The Board of Trustees may adopt By-Laws not inconsistent with these regulations, promulgate and enforce rules governing the use of the property and privileges of the Club by its members, their children

and guests, and fill vacancies in its own membership. The Board of Trustees shall approve the payment by the Treasurer of any and all expenditures in excess of \$500.00 prior to payment of such expenditures, at any Regular or Special meeting of the Board at which a quorum is present.

SECTION 4. Trustees' Meetings. The Board of Trustees shall hold regular meetings at least seven times during the calendar year at such hour and place as the Commodore may determine. Special meetings of the Board of Trustees may be called by the Commodore and must be called by the Commodore upon written request of any three (3) Trustees. Five (5) Trustees shall constitute a quorum. Roberts Rules of Order shall be followed at all meetings of the Trustees.

SECTION 5. Advisory Board. The Past Commodores of the Club shall constitute an Advisory Board to confer with and to advise the Board of Trustees. They are eligible to attend all meetings of the Board in advisory capacity and, although they may take part in all discussions, they shall not vote on any matter at such meetings.

ARTICLE VII...Officers

SECTION 1. The **Officers of the Club** shall be three in number: (1) Commodore, (2) Vice-Commodore, and (3) Rear-Commodore. They shall also serve as members of the Board of Trustees, shall be elected for one (1) year and shall serve until their successors are elected and take office.

SECTION 2. The **Secretary**, although considered an office of the Club, shall have no voting power on the Board of Trustees. The Secretary shall be appointed by the Board, shall hold office at the pleasure of the Board, and shall receive such compensation as set forth in the By-laws.

SECTION 3. The **Treasurer**, although considered an office of the Club, shall have no voting power on the Board of Trustees. The Treasurer shall be appointed by the Board, shall hold office at the pleasure of the Board, and shall receive such compensation as set forth in the By-Laws.

SECTION 4. **Fleet Captain**. The Board may at its discretion appoint one or more individuals to serve as Fleet Captain(s). The Fleet Captain holds no voting position on the Bridge or Board of Trustees but does represent the Bridge to visitors from other Clubs to the homeport marina and on Club sponsored visits to other marinas and/or yacht clubs.

SECTION 5. In the case of a vacancy occurring in the office of Commodore, either by death, incapacity, or resignation, the Vice-Commodore shall succeed to the office of Commodore. In the case of a vacancy in the office of Vice-Commodore, the Rear-Commodore shall succeed to the office of Vice-Commodore and the office of Rear-Commodore shall be left vacant until the next regular election.

ARTICLE VIII...Duties of Officers

SECTION 1. The **Commodore** shall preside at all meetings of the Club and at all meetings of the Board of Trustees. The Commodore shall sign all certificates of membership, shall perform all duties incident of the office, and such other duties as may from time to time be required by the Board. The Commodore shall, with the approval of the Board, appoint and be an ex-officio member of all committees.

SECTION 2. The **Vice-Commodore** shall act as Commodore when the Commodore is absent and shall assist the Commodore in the duties of the office. The Vice-Commodore shall be directly responsible for the upkeep and maintenance of the Club property.

SECTION 3. The **Rear-Commodore** shall take the place of the commodore or Vice-Commodore when they are absent and shall assist them in their duties. The Rear-Commodore shall be directly responsible for the entertainment and educational programs of the Club, and shall serve as an ex-officio member of all such committees.

SECTION 4 The **Secretary** shall keep an accurate record of all transactions and proceedings of the members and the Board of Trustees, shall give all notices required by law and all notices provided by the Code of Regulations or By-Laws of the Club, shall keep a proper Secretary's book, and shall properly record therein all minutes of members' and Trustees' meetings and other matters as shall be proper and necessary. The Secretary shall issue and attest to all certificates of membership and generally perform such duties as may be required by the members or Trustees, shall keep a true and correct roll of all members of said Club, notify Officers of their election, as well as any member upon appointment to any committee, shall keep a correct and up-to-date list of the name, ownership, dimensions, and rig of each yacht or boat enrolled in this Club, prepare and keep a perpetual inventory showing all property acquired by the Club, and perform such other duties as may be necessary or incident to the Secretary's office. At the expiration of the Secretary's term of office, the Secretary shall deliver all books, records, papers and property of the Club to the Commodore or to the succeeding Secretary.

SECTION 5. The **Treasurer** shall receive and safely keep all monies, rights, and choices in action belonging to the Club and the same shall be disbursed under the direction of and to the satisfaction of the Board of Trustees. It shall be the Treasurer's duty to keep an accurate account of the finances of the Club in the books of the Club, prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Trustees or any committee appointed for that purpose. The Treasurer shall render an account of the standing of the Club at its Regular meetings and at such other times as the Board of Trustees may require. At the expiration of the Treasurer's term of office, the Treasurer shall deliver all books, records, papers and property of the Club to the Commodore or to the succeeding Treasurer.

SECTION 6. The **Fleet Captain** shall, with the advice and consent of the Commodore, appoint, advise and follow up on committees which are responsible for the following activities: power boat events, sailing cruises, annual fleet review and junior sail program.

ARTICLE IX...Nominations and Elections

SECTION 1. The Nominating Committee shall consist of all Past Commodores. The immediate Active Past Commodore shall act as chairperson.

SECTION 2. The Nominating Committee shall select a slate consisting of four candidates for Trustee (two to be elected), two candidates for the office of Rear-Commodore (one to be elected), one candidate, namely the currently serving Rear-Commodore, for the office of Vice-Commodore, and one candidate, namely the currently service Vice-Commodore, for the office of Commodore, provided further, however, that if a vacancy occurs in the office of Vice-Commodore or Rear-Commodore or either refuse to have

their names submitted for election to the office of Commodore or Vice-Commodore, the Nominating Committee must secure the permission of all candidates before submitting their names to the Club.

SECTION 3. The slate, which must be chosen by the Nominating Committee prior to the Regular July meeting, shall be announced to the Club at the July meeting. The election of Officers shall be held at the Regular August meeting.

SECTION 4. If the membership of the Club desires to propose additional candidates for the offices of Rear-Commodore and Trustee, they may nominate from the floor at the Regular July meeting. A petition signed by twenty-five members in good standing can submit a candidate and/or candidates for the office of Commodore or Vice-Commodore. This petition must be submitted at the Regular July meeting.

SECTION 5. The offices of Commodore, Vice-Commodore, Rear-Commodore, and Trustee_ shall be elected by a majority vote. If a majority vote is not reached on the first ballot, the candidate receiving the lowest number of votes will be dropped and re-balloting continued until all positions are filled by majority vote .

SECTION 6. The term of office of each elected Officer and Trustee shall begin with the start of the fiscal year (January 1) and continue until his/her successor takes office.

ARTICLE X...Committees

SECTION 1. As soon as practicable after taking office, the Commodore, with the approval of the Board, shall appoint the members of such committees as desired. The term of office for all Committee Chairpersons and members shall be the calendar year. The following committees shall be regularly appointed:

- The Cruising Committee
- The Race Committee
- The Social Committee
- The Clubhouse Committee
- The Safety and Education Committee
- The Membership Committee

Such additional committees as determined necessary by the Bridge and/or Board of Trustees.

ARTICLE XI...Racing Fleets

SECTION 1. Any fleet wishing to be sanctioned by the Harbor Bay Yacht Club must make application to the HBYC Board of Trustees and receive their approval prior to acquiring such status.

SECTION 2. Each racing fleet sanctioned by the HBYC Board of Trustees must elect a Fleet Captain, who will serve as a member of the Race Governing Committee.

ARTICLE XII...Compliance with the House Rules

SECTION 1. The affairs of the Club shall at all times be conducted and operated in strict conformity with all the laws of the United States, of the State of Ohio, and with the ordinances of the City of Sandusky.

SECTION 2. The Board of Trustees, or a majority of members present at any Regular or Special meeting, may establish such House Rules as may be considered expedient as long as they are not in conflict with the spirit of the Club or the Rules and Regulations of the Home Port. (Attachment 'B')

SECTION 3. These rules shall be conspicuously posted. Any violation of these rules, or any conduct prejudicial to the best interests of the Club, will subject a member to suspension or expulsion as provide in Article III, Section 5.

ARTICLE XIII...Flags and Insignia

The Officers of the Harbor Bay Yacht Club shall be entitled to wear cap devices, uniforms and other insignia of their rank, of the style and type prescribed by the Inter-Lake Yachting Association for the use of member clubs. Where there is no specific rule laid down, the custom and usage among the majority of Lake Erie yachting clubs shall prevail as to such device or insignia.

ARTICLE XIV...Special Elections

As a recall measure, the members of the Club may, with a petition signed by at least one-half of the members in good standing, call a Special Election at any time.

ARTICLE XV...Amendments

SECTION 1. This Constitution may be amended only by the following procedure:

Step 1. A proposed amendment shall be presented to the Board of Trustees. If such amendment is approved by two-thirds (2/3) of the Board of Trustees, it shall be presented to the membership at any Regular or Special meeting by an active member in good standing. After reading and discussion, said proposal may be accepted for further consideration by the Club with a simple majority vote of the Active members present. If the proposal fails to gain a simple majority vote, it is to be considered closed. If it is approved, it proceeds to Step 2.

Step 2. Notification of the proposed amendment will be made to all members by publication followed by the second reading of the proposal and further discussion at the next meeting of the Club. If any changes in the proposed amendment are approved by a simple majority vote of the Active members present at this meeting, the new wording of the proposed amendment shall be published.

Step 3. At the meeting immediately following the second publication of the proposed amendment in unchanged form, the proposal shall be read in its final form and discussed. If no further changes are approved by a simple majority vote of the Active members present, the adoption of the amendment shall be voted on. An affirmative vote of two-thirds (2/3) of the Active members present shall be required for its adoption. If further changes are approved, the proposal reverts back to the sequence of publication, reading, discussion, and possible changing until it has again appeared in unchanged form after which its adoption is again eligible to be voted on.

ARTICLE XVI...Club Operations Manual

The Club shall establish and maintain an Operations Manual to insure uniformity and continuity of operations year to year. It shall be the duty of all Flag Officers and Committee Chairpersons to document their activities and transmit a report to the Secretary at the close of the fiscal year.

ARTICLE XVII...Home Port Designation

The Club hereby designates Sandusky Harbor Marina as the Home Port of the Club until otherwise designated by change or amendment of this Constitution according to Article XV, Section 1.

ARTICLE XVIII...Indemnification

SECTION 1. Each Trustee, Officer, Agent, Employee or Volunteer of this Club shall be indemnified by this Club under the standards set by and to the fullest extent allowable under Section 1702.12(E) of the Ohio Revised Code as the same shall be amended from time to time. The foregoing right of indemnification shall be in addition to any rights to which any person seeking indemnification may be or become entitled by law, vote of the membership or the disinterested Trustees of this Club.

This Revision II of the HBYC Constitution was properly adopted by General Membership vote on August 6, 2005 in accordance with Article XV, Section 1 and is effective from that date forward unless amended by proper procedure as outlined in that same Article.