

## PMYC BY-LAWS

*Note: Passages in bold and those lined out represent changes approved during 2013 and early 2014.*

### **Article I: Name**

The corporate name of this club shall be "Port Madison Yacht Club, Inc."

### **Article II: Purpose**

The purpose of this club shall be:

- (A) To encourage amateur sailing, racing and cruising.
- (B) To provide a clubhouse, racing and mooring facilities for its members.

### **Article III: Location**

The club property is located at Port Madison, Bainbridge Island, WA.

### **Article IV: Property Rights**

This club has no capital stock. No member of this club shall have any right, title, or interest whatsoever in or to any of the property or assets which the club may have or hereafter acquire, except upon dissolution, according to law.

### **Article V: Yacht Owners (Amended 2001)**

A yacht owner, for the purpose of registry as such in the club, is hereby defined as a person who either has 100% ownership of a sailboat of less than 14 feet or at least one third ownership in a sailboat 14 feet or longer. Such a yacht owner shall be entitled to have such a yacht enrolled in the club squadron, and to fly the club's pennant. Whenever the term yacht or boat is used in these bylaws, a sailboat is meant. In case of a conflict, the board of directors will define if a boat is, or is not, a sailboat.

### **Article VI Membership (Amended 1991, 2008, 2011, 2013, and 2014)**

There are ~~four~~ **five** general classes of members:

- (A) Active senior or family members.
- (B) Life members.
- (C) Junior members (10 to 21 years of age).
- (D) Inactive members.
- (E) **Contributing members.**

To become an **Active Member**, a prospective applicant must be a yacht owner, as defined in Article V, **or an active sailor**.

**Active Family Membership** includes the Active Member, partner, and dependent children.

Inasmuch as PMYC is a small yacht club with limited facilities, it is intended that the general membership be as well acquainted with all new applicants as is practical. An applicant's participation in club races, work parties, and social events prior to requesting membership is strongly recommended. To the best of his ability, it is the obligation of the sponsor to have discussed club regulations and limited availability of moorage with the new applicant. New member applications should be submitted to the membership committee and must be signed by one sponsor and four endorsers, all of whom are active members in good standing. An applicant must be a sailboat owner as defined by Article V **or an active sailor**. In order to obtain moorage/storage, the applicant must reside in the school districts of Bainbridge Island, North Kitsap, or Central Kitsap. The membership committee will make its recommendation to the board. If, in the board's judgment, the club can support new members, the board will take action on the application.

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A **Life Membership** is an honor bestowed upon a longstanding PMYC member. A Life Member shall be nominated by a member of the PMYC Board of Directors and elected by a minimum of nine members of the Board; such vote shall not include votes by proxy and such vote shall occur prior to the annual membership meeting. The board will consider length of membership, offices held, other contributions to the club, age and health. Privileges to include no dues or assessments and all the rights to the club as an active member. Life members are responsible for moorage charges and charges for race and social events. A life member shall not be included in the active member maximum limitation.

A **Junior Member** of Port Madison Yacht Club must be at least 10 years of age and no more than 21 years of age. Upon reaching the age of 21, a Junior Member in good standing may apply for Senior Membership, active or inactive status. The initiation fee shall be waived for change from Junior to Senior status. A Junior Member shall be given first consideration if he or she applies for Senior Membership during the year prior to reaching 22 years of age.

An **Inactive Member** is an active member who cannot continue to participate in club activities. ~~The board of directors on an individual basis upon written request~~ **Commodore, on an individual basis and with written request**, may grant change from active to inactive status. An inactive member has no voice in the club affairs. An inactive member will be given first consideration should he or she reapply for active status.

Further, an Inactive Member shall not retain any privileges that are specifically reserved for active members nor any privileges traditionally extended to members of a yacht club. As such, inactive members shall not display the PMYC burgee nor accept reciprocal privileges of other yacht clubs.

**A Contributing Member is an active member (and spouse/partner) that has retired from sailing but would like to continue their relationship with PMYC. The Commodore, on an individual basis and with written request, may grant change from Active to Contributing status. In order to be considered for this membership class, the member must have been in good standing with the club for at least seven (7) years, must have passed his or her 70<sup>th</sup> birthday, and must no longer own a sailboat as defined by current club rules. Said member will be entitled to vote, to visit and utilize the clubhouse, attend social events, and receive the calendar and yearbook. Said member may not rent or sublet moorage from the club, including upland storage. Said member may participate in remote control model sailboat racing (e.g. T-37). Said member is encouraged, but not required, to participate in work parties.**

### **Article VII: Involuntary Termination Of Membership**

Members may be suspended or expelled by a two-thirds vote of the Board of Directors after a hearing upon written charges preferred by the board, at which hearing, the accused shall have the right to produce witnesses and evidence. The board of directors, at such meeting, shall have the power to expel or suspend a member as in its direction seems desirable for unbecoming conduct, any act deemed adverse to the good name or best interest of the club, or any other matter, thing, act, or conduct deemed sufficient by the board of directors. If charges are made against an officer of the club or any member of the board of directors, such accused shall have no right to be present during the consideration of charges, nor to vote thereon.

### **Article VIII: Release And Hold Harmless (Amended 1988 and 1992)**

By accepting and continuing membership in Port Madison Yacht Club each member agrees as follows:

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1. By virtue of my participation I risk such losses as damage to property, bodily injury (including paralysis and dismemberment), and death.
2. I knowingly and freely assume all such risk.
3. I release, hold harmless and promise not to sue the Port Madison Yacht Club, its officers, officials, agents, employees, and sponsors, as well as the organizer and sponsor of any Port Madison Yacht Club sanctioned event, with respect to any and all such injury, paralysis, dismemberment, death, or loss, except that injury or loss which results from the gross negligence or willful or wanton misconduct of those officials.

### **Article IX: Fees And Dues (Amended 2008 and 2013)**

Prior to the last meeting each calendar year, the board of directors shall determine initiation fee and annual dues for each category of membership. Active members ages 22 to 29 will have a 50% reduction in initiation fee and a 50% reduction in dues. ~~This policy is not retroactive.~~

In addition, each active membership ~~family~~ shall contribute two workdays to club maintenance annually or, alternatively, make a monetary contribution to be determined by the board.

### **Billing and Collection Policy:**

1. Annual membership dues are billed the first week of each year.
2. Work party assessments for non-participation during the previous 12 months are billed with the annual dues.
3. Moorage fees are billed quarterly, unless previously paid.
4. Invoiced amounts are due upon receipt and shall be paid within the first 30 days of the current quarter.
5. If unable to pay, the member must notify the Treasurer thereof.
6. In the case of unusual hardship, a written appeal for postponement may be submitted for board action.
7. After 60 days one notice of past due will be issued by phone, mail or **email**.
8. Members who have not paid after 90 days are considered to have voluntarily terminated their membership.
9. The board may authorize action as necessary to collect payment for club services in default.
10. Reinstatement after default may only be considered by the board after payment of amount in arrears plus a 50% penalty, and decision by board majority that such reinstatement is in the best interest of PMYC.

### **Article X: Officers**

The elected officers of the club shall be commodore, vice commodore, and rear commodore. These officers shall be elected as set forth in Article XIII ~~ARTICLE XII~~ and shall be installed at the annual meeting. The Treasurer is appointed by the commodore, subject to approval of the board of directors at the first board meeting of the new year.

The office of *Honorary Life Commodore* shall be the highest office of honor that can be conferred upon a member of this club for loyal and faithful service. There shall be no more than one such officer, and his or her term shall be for life, or as long as he remains a member of the club. He or she shall be entitled to all club privileges, shall have the privilege of flying the club burgee, but shall have no duties to perform. The board of directors may, by unanimous vote, elect such member to this office. There shall be no dues, moorage charges or assessments levied against this individual, and this individual shall not be included in the count of the active membership.

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### Article XI: Board Of Directors (Amended 2002, 2006, and 2013)

~~The board of directors, which shall be limited to twelve club members, has the final decision making authority in club affairs. Among the board positions shall be three "at large" positions to be filled by any club members for staggered three-year terms. Other board positions, which have a term of nine years, shall be filled by past commodores of the club, except that vacant positions may be filled by any member. At any given time, however, no more than three board positions (including the "at large" positions) may be filled by members who have not served as commodore.~~

~~At the start of 2007 there was only one at large position. Over the course of two years the number of at large members will be raised to a total of three through attrition, adding an extra at large member and reducing the number of directors by one each year. Except in the case of filling vacant positions, new board members shall be added each year at the annual meeting as follows. The board member with the longest term shall retire to the title of retired board member, and the retiring commodore shall join the board, beginning his term of service. The vacant "at large" board position shall be filled by a candidate chosen in the election prior to the annual meeting.~~

The board of directors is composed of club officers (3), past commodores (4) and at-large members (4) elected by the club membership. The board shall be limited to eleven club members and has the final decision making authority in club affairs. Four board positions, which have a term of four years each, shall be filled by past commodores of the club. New board members shall be added each year at the annual meeting as follows. The board member with the longest term shall retire; and, the retiring commodore shall join the board, beginning his/her term of service. The vacant at-large board positions shall be filled by candidates chosen in the election prior to the annual meeting.

The four at-large board positions shall be filled by any club member for staggered three-year terms. Past commodores shall also serve four-year terms on the board. A minimum of four past commodores must serve on the board at any given time.

In the case of a vacant board position, or in the event that a director is granted a leave of absence, a substitute director shall be chosen. Requests for leave-of-absence status by a director will be considered by the board if the requestor is unable to meet normal board responsibilities for three months or more, has a reasonable expectation of returning, and **in such case the board** will select a substitute director according to the requirements set forth above. While on the board, the substitute director will be equally responsible with other directors for the affairs of the club, and assume the same order of term ascendancy as the position that is being replaced.

The substitute director may serve until the leave-of-absence director returns to the board or the term expires, whichever occurs first. Upon declaration to the board that he is prepared to resume his duties as board member and if at least one year remains in his term, a leave-of-absence director will be reinstated to full director status.

Should a board member be absent from a board meeting he or she shall furnish another board member with a written proxy. If he or she is absent from three consecutive board meetings, the board may request that he or she resign.

~~In the absence of quorum (six board members, including proxies), the commodore and vice commodore shall be able to cast one vote each. In the event of a tie vote, the commodore shall cast the deciding vote.~~

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### **Article XII: Meetings (Amended 2013)**

A minimum of one board meeting shall be held each quarter of the year. Said meeting shall be scheduled by the commodore and attended by all officers. **The Commodore shall set the agenda.**

**In order to conduct business, the Board of Directors must have a quorum. A quorum consists of six Board Members, including proxies.**

**Minutes shall be recorded for all Board meetings. The Board shall maintain an up-to-date log of all club policies, a copy of which shall be available to club membership.**

The annual membership meeting shall be held in November. For this and any other general membership meeting, written notice shall be mailed to the membership 15 days prior thereto. One third of the active members shall constitute a quorum at any such meeting. Only active members in good standing shall be entitled to vote.

### **Article XIII: Nominations and Elections (Amended 2013)**

The commodore shall appoint a nominating committee, **which** will nominate candidates for each of the elective offices. Said nominating committee shall then present the candidates for board **approval and endorsement in order to** conduct an election prior to the annual membership meeting.

### **Article XIV: Committees (Amended 2013)**

The commodore shall appoint, with the advice and approval of the board of directors, the chairs **chairmen** of such committees as the board may deem necessary.

### **Article XV: Mooring and Docking Privileges**

There shall be a mooring and dock committee selected by the board and made up of not less than three board members. This committee will hear all protests and will arbitrate all disputes referred to it by the dock master. The mooring and dock committee's decision may be appealed to the board of directors.

The mooring and docking committee subject to the approval of the board of directors shall make rules, regulations and rates for the mooring and docking of boats. Membership does not confer the right to moorage.

### **Article XVI: Amendments**

These bylaws may be amended by a two-thirds vote of a meeting of the board of directors. Copies of the bylaws shall be distributed to all members by mail or electronically. The amendments shall be ratified by a majority of the members voting, either by mail, electronically, or in a membership meeting.