

# CONSTITUTION OF MIDDLE BASS ISLAND YACHT CLUB, INC.



## ARTICLE I Name

- 1.1 **Name** The name of the organization shall be the Middle Bass Island Yacht Club, Inc.

## ARTICLE II Purpose

- 2.1 **Purpose** The purpose of this organization is the encouragement and promotion of yachting and sport activities and the creation of a spirit of good fellowship among its members and fellow yachtsmen and to maintain a club for the social enjoyment of its members, and to do any and all things incident to the foregoing.

## ARTICLE III Members

- 3.1 **Members** Subject to the provisions of this Constitution and the rules adopted hereunder, any person desiring to support and foster the object of this Club may make application for membership. Membership is conferred only by a vote of the Board of Directors. Members shall be of good moral character and governed by this Constitution and the rules of the Club.
- 3.2 **Classes of Membership** There shall be the following classes of membership: Active, Junior, Honorary and Life.
- 3.3 **Eligibility and Rights of Members**
- 3.3.1. **Active** members shall be persons age 21 or over who meet the membership qualifications of the Club and who have been admitted to membership as herein provided. Active members in good standing shall enjoy all privileges of membership including the right to vote and hold office. Each Active membership shall be considered a family membership. Either spouse may vote, hold office and exercise all other rights of membership, provided there shall only be one vote per family membership. For purposes of this Section, "family" shall be considered as consisting of persons related to an Active member by blood, legal adoption or marriage and who reside with or are dependents of such Active member.

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**3.3.2. Junior** members shall be persons age 18 or over who meet the membership qualifications of the Club and who have been admitted to membership as herein provided. Junior members in good standing shall enjoy all privileges of an Active member. The initiation fee for a Junior member shall be one half that of an Active member and the annual dues may be at a reduced rate as established by the Board. Junior members shall cease to be eligible for such class of membership at the end of the dues year in which they attain the age of twenty one. Thereafter, a Junior member shall be reclassified as an Active member. Upon being reclassified as an Active member, he/she shall pay the remaining one half of the Active member initiation fee in effect at the time and shall pay dues at the Active member rate.

**3.3.3. Honorary** membership may be conferred by the Board, for not more than one year at a time, upon any person not a member of the Club who has rendered conspicuous service in the interest of the Club. Honorary members shall not be subject to the payment of initiation fees and dues. Honorary members shall have the privileges of Club facilities, but shall not have any of the other privileges of membership.

**3.3.4. Life Membership** The Commodore shall appoint a committee of three regular members in good standing who shall investigate the qualifications of any member recommended for life membership. The committee shall report its findings and recommendation in writing to the Board. The action of the Board shall be referred to the membership at the next regular meeting. Such action shall be approved unless reversed by a four-fifths vote of the members present. Life members shall enjoy all of the privileges of membership, including the right to vote and hold office. Life members shall not be required to pay annual dues or assessments.

Life membership shall be granted only in recognition of the following qualities:

**3.3.4.1.** Years of outstanding membership and service to the Middle Bass Island Yacht Club;

**3.3.4.2.** Meritorious service to the sport of yachting in general; and

**3.3.4.3.** He/she must be found to be of good moral character and a true sportsman.

**3.3.5. Membership Privileges** Members of affiliated clubs or yacht club associations may be accorded temporary membership privileges as determined by the Board of Directors.

**3.4 Election to Membership** An application for membership must be in writing, signed by the applicant and submitted to the Membership Committee. The applicant must be sponsored by an Active member who shall sign the application attesting to their belief the applicant will be a good member. The completed application will be considered at the next Board meeting. Admission to any class of membership in the Club shall require a majority vote of the Board members present and voting at a duly constituted meeting of the Board. The Chairman of the Membership Committee may grant temporary use of Club facilities to an applicant who has made application and paid all applicable fees until the Board has acted on the application.

## **3.5 Resignation, Suspension or Expulsion of a Member**

**3.5.1. Resignation** The resignation of any member shall be presented in writing to the Secretary. A member will not be considered to have resigned in good standing unless and until all dues and other financial obligations are paid in full to the date of resignation. The Secretary shall report all resignations to the Board.

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- 3.5.2. Non-payment** A member shall be suspended or expelled for non-payment of membership dues and fees as follows: When such dues or fees have become delinquent for a period of thirty (30) days, the Club shall notify the member in writing, addressed to the address shown on the records of the Club. After an additional period of fourteen (14) days, a second notice shall be sent to the address of record, with a service charge to be determined annually by the Board of Directors added to the delinquent amount. If payment is not received within thirty (30) days of the mailing of the first notice, the member shall be automatically expelled by the Board, and shall lose all rights associated with such periods of membership. Provided however, no second notice shall be required in the case of non-payment of annual dues and the member shall be considered as having resigned in good standing. Expulsion may be reported to any appropriate yachting association.
- 3.5.3. Discipline** If the conduct of any member shall be in violation of this Constitution or the Rules of the Club, or is such that it may throw discredit upon the Club or be prejudicial to the Club's interest, such member may be suspended or expelled by the affirmative vote of two-thirds (2/3) of the Active members casting ballots at a Regular or Special meeting of the members provided, such removal shall have been recommended by action of the Board of Directors after a written copy of the charges has been served upon the member and an opportunity given the member to be heard before the Board of Directors and present a defense. Any member so suspended or expelled shall be refused admittance to the Club and its privileges.

## 3.6 Reinstatement of Members

- 3.6.1. Former Members** If a person, who has formerly held any class of membership in this Club and resigned in good standing, desires to again become a member, such person shall apply in writing and shall be admitted upon receipt of an affirmative vote of directors on the application at a regular or special meeting of the Board of Directors and the payment of all applicable fees. Persons rejoining must pay the difference between the initiation fee they paid upon joining and the current initiation fee of the class of membership to which they are applying, if such fee is greater, provided, members returning from active duty in the US armed forces shall not be required to pay any difference in initiation fee.
- 3.6.2. Suspended Member** Members suspended or expelled for non-payment or discipline shall not be eligible for reinstatement for a period of six months, at which time an application in writing, signed by two members in good standing, may be presented to the Board of Directors, accompanied by all arrears accrued to the date of the application. The Board shall report its recommendation to the members at the next regular meeting for action. An affirmative vote of a two-thirds majority of voting members present shall be required to reinstate such members.

## 3.7 Number of Members

- 3.7.1. Limitation of Memberships** The Board of Directors, by resolution and upon ratification by a vote of the members, may limit the number of memberships, in any class, to assure proper utilization of Club facilities. No such resolution shall require the resignation of any existing member.
- 3.7.2. Procedure** If the number of members has been limited pursuant to this section, the Board of Directors, shall adopt a procedure consistent with the limitations imposed by the Club facilities and purposes of the Club, to assure equitable consideration of applicants for membership.

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## ARTICLE IV Meetings of Members

- 4.1 Annual Meeting** The Annual Meeting of members shall be held on the Saturday of Labor Day weekend. The meeting shall be held at the Club and shall begin at Noon unless the Board shall establish a different location and time and announce the change at least twenty (20) days prior to the meeting. Directors, officers and certain committee members shall be elected at the Annual Meeting.
- 4.2 Regular Meetings** In addition to the Annual Meeting, Regular meetings of members shall be held during the annual Club LandCruise event, on the Saturday of Memorial Day weekend and on the Saturday before or after, as determined by the Board, Independence Day. The Board may designate other times and places for such regular business meetings upon proper notice.
- 4.3 Special Meetings** Special meetings of voting members may be called by any of the following:
- 4.3.1.** The Commodore, or, in case of the Commodore's absence, death, or disability, the Vice Commodore;
  - 4.3.2.** The directors by action at a meeting, or a majority of the directors acting without a meeting;
  - 4.3.3.** The lesser of (a) ten percent of the voting members or (b) twenty-five of the voting members.
- 4.4 Notice of Meetings** Notices of all regular and special meetings of members shall be mailed to the last known address of each member entitled to receive such notice at least 20 days prior to regular meetings, and at least 10 days prior to special meetings. The inclusion of a *Notice of Meeting* in an official Club publication mailed the required time before such meeting will be deemed to comply with the foregoing provisions. Any notice of Special Meeting shall describe the object of the meeting, and no other business than that stated shall be acted upon at such meeting.
- 4.5 Postponement** If weather or other circumstances make it impractical to hold a meeting as scheduled, the Board may postpone the meeting provided no such postponement shall be for a period longer than 30 days. Notice of such postponement shall be provided as directed by the Board.
- 4.6 Quorum** At any annual, regular or special meeting of members, attendance in person by 10% of the Active members as determined by the records of the Club, shall constitute a quorum.
- 4.7 Voting**
- 4.7.1. Attendance** Attendance at meetings shall only be in person and voting may not be conducted by mail or the use of communication equipment, except with respect to election of directors, officers and elected committee members, where written absentee ballots may be used, or as specifically provided by the Board of Directors with such provision stated in the notice of meeting.
  - 4.7.2. Number of Votes** Each Active member present and in good standing in this Club shall have one vote on each question.

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**4.7.3. Voting** Except as otherwise provided in Article 5, voting shall be by voice unless a poll is demanded by an Active member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least one-fifth of the Active members present and voting, a roll-call vote shall be held. The presiding officer may require that voting be by secret ballot if circumstances warrant.

**4.8 Order of Business** Unless otherwise provided by the Active members or by the presiding officer at the outset of the meeting, the following order of business shall be observed at all meetings of the membership and the Board:

- Invocation
- Pledge of Allegiance
- Reading and Approval of the minutes of the preceding meeting
- Introduction and voting of new members
- Reports of officers and directors
- Reports of committees
- Communications
- Unfinished business
- Elections (if any to be elected)
- New business
- Adjournment

## ARTICLE V

### Election of Directors, Officers and Elected Committee Members

**5.1 Nominations** Candidates for office may be nominated either:

**5.1.1. Nominating Committee** By the Nominating Committee as herein provided.

**5.1.2. Petition** By petition in writing signed by at least five Active members in good standing and filed with the secretary at least 15 days before the date of election.

**5.2 Notice**

**5.2.1. Nominations by Nominating Committee** Written notice containing a list of all persons nominated by the Nominating Committee for election to positions within this Club shall be sent to each Active member by the Secretary at least 20 days prior to such meeting in the manner provided for the notice of meeting.

**5.2.2. Nominations by Petition** The Secretary shall provide a list of all nominees by petition as provided herein and shall give notice thereof to all Active members in such manner that it will reach them at least seven days prior to the date of the election.

**5.3 Vacancies** If vacancies exist in the properly formulated slate of nominees at the time of the election, they may be filled by nominations from the floor duly made by Active members.

**5.4 Willingness to Serve** No Active member shall be eligible for nomination without first signifying willingness and ability to serve if elected.

**5.5 Voting Procedure** At any election, each Active member present and in good standing in this Club shall have one vote for each office to be filled. Voting shall be in the following manner:

**5.5.1. Cumulative Voting** Cumulative voting is prohibited.

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- 5.5.2. Uncontested Elections** Election to an uncontested office may be effected by a supported motion and a ballot cast and recorded by the secretary.
- 5.5.3. Contested Elections** Election to a contested office shall be effected by secret ballot, unsigned and cast in person, or by a signed written absentee ballot received by the Secretary prior to the time set for the meeting. Such elections shall be determined by a judge of election and not less than three tellers, all of whom shall be appointed by the Commodore. The secret ballots shall be delivered to the judge of election and opened and inspected by the tellers, and the final results shall be tabulated and announced to the members before the close of the meeting.

## ARTICLE VI Directors

- 6.1 Number and Qualification of Directors** There shall be a Board of Directors consisting of nine (9) members who shall be the Commodore, Vice Commodore, Rear Commodore, Treasurer, Secretary, Immediate Past Commodore and three Directors elected at-large from eligible members. Eligible members for election as directors at-large shall be Active, Junior or Life members who have been in good standing for one year or more.
- 6.2 Term** At-large Directors shall be elected at the Annual meeting of members following the procedure set out in Article V. The term of office shall be three (3) years staggered so as to provide for one newly elected Director at each annual meeting. Directors shall begin their term of office as the first order of new business at the next scheduled meeting, whether or not a quorum be present and shall serve until their successors have been duly elected and begin their term of office or until their earlier resignation, death or removal. A vacancy occurring in the position of at-large director shall be filled by majority vote of the remaining directors until the next Annual meeting of members. The Commodore, Vice-Commodore, Rear Commodore, Treasurer and Secretary shall each serve as Directors for such period as they hold qualifying office. The immediate past Commodore ("Staff Commodore") shall serve as a director for one year following the election of his/her successor. In the event the Commodore is elected to a successive term, the directorship reserved for the Staff Commodore shall remain vacant until a new Commodore is elected.
- 6.3 Authority** The Board of Directors shall have general control and management of the affairs, property and funds of the Club but, unless authorized by a two-thirds vote of the members present at any duly called meeting, shall not make the Club liable for any debt or debts beyond the amount of cash on hand at the time the debt is incurred.
- 6.4 Meetings of Directors**
- 6.4.1. Calling Meetings** Meetings of Directors may be called by the Commodore or any three directors.
- 6.4.2. Notice of Meetings** Notice of the place and time of each meeting of directors shall be given to each director either by personal delivery or by mail, by overnight delivery service or by means of authorized communication equipment at least two days before the meeting.
- 6.4.3. Quorum** Five directors shall constitute a quorum for the transaction of business at any meeting.

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**6.4.4. Participation** Directors may participate in any meeting of the Board in person or by means of authorized communication equipment. Participation in a meeting pursuant to this section constitutes presence at the meeting.

**6.4.5. Action** The act of a majority of directors present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by the Articles, the Constitution or applicable law.

## **6.5 Removal of Directors**

**6.5.1. Upon Termination of Membership** Any Director who ceases to be an Active member, or is suspended from membership, shall be immediately removed from office.

**6.5.2. Upon Termination of Qualifying Office** Any Director holding such position by virtue of election as Commodore, Vice-Commodore, Rear Commodore, immediate Past Commodore, Treasurer or Secretary shall be removed as a Director immediately upon resignation or removal from such qualifying office.

**6.5.3. Removal** Any Director may be removed from office with or without cause by a vote of two-thirds (2/3) of the Active members casting ballots at any Regular or Special meeting of the members, provided, however, the following procedures shall be observed:

**6.5.3.1.** A resolution calling for impeachment proceedings shall be adopted by majority vote of the members or alternatively, a petition calling for such proceedings and bearing the signature of twenty (20) Active members shall be submitted to the Board;

**6.5.3.2.** Notice of the impeachment proceedings shall be published or otherwise sent to each Active member at least two (2) weeks prior to the meeting, at which time a vote will be taken; and

**6.5.3.3.** The Director against whom the impeachment proceedings are pending shall be given the opportunity to make a statement prior to a vote being taken. The voting shall be by secret ballot, cast in person at the meeting.

## **ARTICLE VII** **Officers**

**7.1 Officers** The elected officers of this Club shall be a Commodore, Vice Commodore, Rear Commodore, Treasurer and Secretary.

**7.2 Election and Term** Each officer shall be elected by the members at the Annual meeting of members following the procedure set out in Article V. Officers shall begin their term as the first order of new business at the next meeting of the Board, whether or not a quorum is present and shall serve until their successors have been elected and begin their term of office or until their earlier resignation, death or removal. A vacancy occurring in the office of Commodore shall be filled by the Vice Commodore. A vacancy in any other office shall be filled by action of the Board.

## **7.3 Qualification of Officers**

**7.3.1. Membership Requirement** All officers shall be Active, Junior or Life members who have been in good standing as of the date of election for at least:

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7.3.1.1. **Commodore** – Three years with at least one year of service as an officer or director;

7.3.1.2. **Vice Commodore** – Two years

7.3.1.3. **All Other Officers** – One Year

7.3.2. **Multiple Offices** No person shall be nominated for or hold more than one elective office in the Club simultaneously except for a short lame duck period due to overlapping terms of office. An officer may also serve on an elected Committee if there does not appear to be a conflict of interest as determined by the Board.

7.3.3. **Term Limitation** No person shall be eligible for election to the office of Commodore for more than two consecutive terms of one year each.

7.3.4. **Incapacity** In the event the Commodore, the Vice Commodore, or the Rear Commodore is determined, by self-declaration or by two-thirds vote of the Board, to be incapable of performing the duties of office because of illness or otherwise, the Board may assign the duties and powers of such office to a past Commodore agreeable to serve. Such assumption of duties by a past Commodore shall last only until the earliest of: (1) the next annual meeting of this Club; (2) the officer rescinds the self-declaration of incapability; (3) the Board rescinds its declaration of incapability; or (4) the next Club meeting at least 50 days after the declaration of incapability at which meeting the Board shall recommend to the membership whether the period of incapability should be extended or the office declared vacant. Any decision to declare the office vacant shall be adopted by a vote of two thirds of the members voting at a duly constituted meeting.

7.3.5. **Appointed Officers** In addition to the officers elected by the members as provided herein, the Commodore may appoint such additional or assistant officers with such duties and responsibilities as the Commodore shall determine. Such appointed officers shall serve at the pleasure of the Commodore.

## 7.4 Duties and Powers of Officers

7.4.1. The **Commodore** shall be the chief executive officer of the Club and shall:

7.4.1.1. Preside at all meetings of this Club and its Board but shall not have a vote except in the case of a tie.

7.4.1.2. Execute all written instruments in the name of this Club when directed by the Board or by the membership.

7.4.1.3. Have command of the fleet when the vessels of this Club are formally assembled.

7.4.1.4. Appoint, with the concurrence of the Board, appointive officers and the chairmen and members of the appointive committees.

7.4.1.5. Be an *ex officio* member of all committees and boards of this Club except the Nominating and Audit Committees.

7.4.1.6. Appoint, with the advice and approval of the Board, delegates to the conferences of affiliated yachting organizations.

7.4.2. The **Vice Commodore** shall:

7.4.2.1. Assist the Commodore.

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7.4.2.2. Serve as the chairperson and have general supervision of the Dock Committee as directed by the membership, the Commodore, or the Board.

7.4.2.3. In the temporary absence or incapacity of the Commodore, perform the duties and exercise the powers of the Commodore.

7.4.3. The **Rear Commodore** shall:

7.4.3.1. Assist the Commodore.

7.4.3.2. Serve as the chairperson and have general supervision of the House Committee as directed by the membership, the Commodore, or the Board.

7.4.3.3. Officiate at any Club function or meeting in the absence of the Commodore and Vice Commodore.

7.4.4. The **Secretary** shall:

7.4.4.1. Have custody of all corporate records, Constitution and the Corporate seal of this Club.

7.4.4.2. Attest to and affix the corporate seal to written instruments when so directed by the Board.

7.4.4.3. Keep a record of all proceedings of this Club and of the Board, of the attendance at Board meetings and of all matters of which a record may be deemed advisable, in books belonging to this Club, which records shall at all reasonable times be open to inspection by any active member of this Club. No detailed records shall be kept relating to votes on applications for membership.

7.4.4.4. Keep an up-to-date record of all members of this Club, including for each member: name, address, telephone number, email address, membership date and number, type of membership, vessel data and other pertinent information.

7.4.4.5. Keep and preserve all documents, records, reports and official correspondence connected with the business of this Club.

7.4.4.6. Send the required notices of all Club meetings and all lists of candidates for office to be voted upon at any election.

7.4.4.7. Make a report at the Annual meeting and at such other times as the Commodore or the Board may request.

7.4.4.8. Perform such other appropriate duties as may be assigned by the Commodore or the Board.

7.4.5. The **Treasurer** shall:

7.4.5.1. Collect and hold, in the name of this Club, all moneys belonging to this Club.

7.4.5.2. Pay all bills contracted by this Club which have been approved by the Board or the chairman of a committee which has contracted the same by virtue of appropriations made by the Board or by the adopted budget.

7.4.5.3. Make interim reports, including statements of receipts, disbursements, and financial condition, at such times as the Commodore or the Board may direct and, prepare an Annual report as of the last day of the Club's fiscal (business) year.

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- 7.4.5.4. Keep and preserve an accurate record of all moneys received and disbursed and of all Club property.
  - 7.4.5.5. Send to the last known address of each member at such time as the Board may direct, a bill for the member's dues for the following Club dues year and such other billing notices as shall be provided in this Constitution or the Board.
  - 7.4.5.6. Prepare and file, in a timely manner, all required federal, state, and local tax and information returns.
  - 7.4.5.7. Perform such other appropriate duties incident to the office as the Commodore or the Board may direct.
- 7.5 **Removal of Officers** Officers may be removed from office in the same manner as provided for the removal of directors in Section 6.5.

## ARTICLE VIII Committees

- 8.1 **Standing Committees** Standing Committees of the Club shall consist of the Nominating Committee, Financial Assurance Committee, Planning Committee, Budget and Finance Committee, Membership Committee, Entertainment Committee, House Committee, Race Committee, Dock Committee and Rules Committee.
- 8.2 **Special Committees** The Board of Directors may authorize the appointment of special committees from time to time. The authorization shall specify the composition, duties, reporting relationship and duration of such special committees.
- 8.3 **Qualifications**
- 8.3.1. **Membership Requirement** In addition to specific qualifications set out in this Constitution, members of all Committees shall be Active, Junior or Life members who are in good standing.
  - 8.3.2. **Term** Committees whose members have staggered terms shall have members elected or appointed initially for terms to meet such qualifications. The member whose term next expires shall serve as chairman.
  - 8.3.3. **Vacancies** A vacancy occurring on any elected Committee shall be filled by the Board until the next Annual meeting of the Club, and a vacancy occurring on any appointed Committee shall be filled by appointment by the Board or the officer having authority to appoint such Committee members.

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## 8.4 Elected Committees

**8.4.1. Nominating Committee** There shall be a Nominating Committee consisting of five (5) members elected by the members of the Club following the procedure set out in Article V. There shall be three (3) At-large members and two (2) members who are past Commodores, not serving as directors or officers. Members of the Nominating Committee shall have been members in good standing for at least five (5) years. At-large members shall serve a term of three (3) years. Terms of At-large members shall be staggered so that one At-large member is elected each year. No At-large member of the Nominating Committee may be elected or serve more than one (1) consecutive term. Past Commodores shall serve a Term of one year and may be reelected for not more than three (3) successive terms. No member of the Nominating Committee shall be eligible for nomination or election to any elected office for one (1) year after his/her term expires on the Nominating Committee.

The Nominating Committee shall select a candidate for each vacancy on the Board of Directors, each elected office and for the chairman and members of each elected committee provided for herein, and shall submit its written report to the secretary at least 40 days prior to the Annual meeting.

**8.4.2. Financial Assurance Committee** There shall be a Financial Assurance Committee consisting of three (3) members elected by the members of the Club following the procedure set out in Article V. Each member shall serve a term of three (3) years. Terms shall be staggered so that one member is elected each year. The Financial Assurance Committee shall examine the financial records of the Club not less than annually and submit a report of its findings to the Board no later than 40 days prior to the Annual Meeting. The report shall be presented to the membership at the Annual Meeting.

## 8.5 Appointed Committees

**8.5.1. Board Committees** The following standing committees shall report to the Board:

**8.5.1.1. The Planning Committee** shall be composed of three members, one of whom shall be appointed annually by the Commodore for a term of three years. It shall study matters concerning the general welfare of this Club and make recommendations thereon to the Board. Items for study may be referred to it by the Commodore, the Board or the membership, or may arise within the Planning Committee itself. It shall file an annual report with the Board at its meeting preceding the Annual meeting.

**8.5.1.2. The Budget and Finance Committee** shall be composed of three members one of whom shall be appointed annually by the Commodore for a term of three years. It shall work in close cooperation with the treasurer, prepare the budget and, in general, plan the overall financial affairs of this Club. It is the responsibility of this committee to present a budget annually to the Board for approval prior to its being presented to the active members for adoption.

**8.5.2. Other Committees** The following appointed committees shall report to the Commodore or their respective officers as required or directed:

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- 8.5.2.1. The Membership Committee** shall be composed of an active member chairperson appointed annually by the Commodore who may select other active members to serve on the committee. It shall process all new member applications, and shall present to the Board an evaluation of every person applying for Club membership.
- 8.5.2.2. The Entertainment Committee** shall be composed of an active member chairperson appointed annually by the Commodore who may select other active members to serve on the committee. It shall have charge of all the social functions of the Club.
- 8.5.2.3. The House Committee** shall be chaired by the Rear Commodore and be composed of active members appointed annually by the Rear Commodore to serve on the committee. It shall be responsible for the proper operation and maintenance of the Clubhouse and Club vehicles as well as the deportment of members while on Club property.
- 8.5.2.4. The Race Committee**, when active, shall be composed of an active member chairperson appointed annually by the Commodore who may select other active members to serve on the committee. It shall be charged with the supervision of all races sponsored by the Club and distribution of the prizes awarded.
- 8.5.2.5. The Dock Committee** shall be chaired by the Vice Commodore and be composed of active members appointed annually by the Vice Commodore to serve on the committee. It shall be responsible for the assignment, operation, maintenance and the proper functioning of all Club docks.
- 8.5.2.6. The Rules Committee**, when active, shall be composed of an active member chairperson appointed by the Commodore who shall select at least two other active members to serve on the committee. It shall be responsible to review and propose revisions to the Club Constitution and other Club rules documents.
- 8.6 Removal of Committee Members** Committee members elected to their position by the members of the Club may be removed from office in the same manner as provided for the removal of directors in Section 6.5. Committee chairmen and members appointed to their positions may be removed by the body or person authorized to appoint them.
- 8.7 Reports** At least annually, at such time and in such manner as the Board of Directors shall determine, each committee Chairperson shall report to the Board of Directors summarizing the activities of their committee and recommending future activities, if any.

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## ARTICLE IX Dues, Fees and Finance

- 9.1 Dues and Fees** The initiation fees, annual dues, dock fees and other fees of dues-paying classes of membership shall be reviewed each year by the Board, and its recommendations for the following year shall be presented to and voted upon by the Active members no later than the last regular Club meeting prior to 1 October. Such fees and dues shall be as so determined provided, however, that in the event no such fees or dues are so fixed for any the Club dues year, fees and dues shall be the same as for the preceding year.
- 9.2 Payment Date** The dues of this Club shall be due and payable in advance on 1 January.
- 9.3 Initiation Fee** An initiation fee, in an amount recommended by the Board and approved by the Active members, may be required as a prerequisite to any class of membership except honorary membership. Such initiation fee shall be paid at the time of acceptance of the individual into membership.
- 9.4 New Members** Dues for new members shall be prorated on a monthly basis from the first day of the month in which the applicant signs and dates the acceptance of membership form to the end of the dues year. The initial membership year for persons joining the Club during the last three months of the dues year shall consist of the remainder of that dues year plus the subsequent dues year, and Club dues for this initial membership year shall be the same as the usual annual dues.
- 9.5 Late Payment** Late payment of Club dues may be excused by the Board, but nothing herein contained shall authorize the waiver of dues to the Club.
- 9.6 Good Standing** Members of all classes of the Club membership otherwise eligible for Club privileges may not exercise said privileges unless in good standing and not in arrears for dues or other indebtedness to this Club.
- 9.7 Assessments** No assessment shall be levied against all, or any class of, members except as approved by a majority vote at a meeting of members at which a quorum is present and provided notice of this proposed assessment and the date for the vote has been given to members not less than thirty (30) days prior to the meeting.
- 9.8 Club Funds** The Board, with the advice of the Treasurer shall designate depositories insured by an agency of the US government in which Club funds shall be kept.
- 9.9 Accounting** Any person collecting money for any activity of the Club shall be prepared at all times to make a full and complete accounting of the same to the Commodore or the Board upon request.
- 9.10 Fiscal Year** The Club fiscal year shall be twelve consecutive months beginning on January 1 and ending on December 31.
- 9.11 Contracts** No member shall contract any bills in the name of the Club unless previously authorized by the Board or the adopted budget.
- 9.12 Debts** Neither the Board nor any Officer shall obligate the Club for any debt in excess of cash on hand except as provided in Section 6.3.

# CONSTITUTION OF MIDDLE BASS ISLAND YACHT CLUB, INC.

## ARTICLE X Indemnity

- 10.1 Indemnity** This Club shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of this Club, or is or was serving at the request of the Club as a director, officer, employee, member, manager or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful to the full extent permitted by and subject to the limitations and conditions imposed by the Nonprofit Corporation Law of Ohio.

## ARTICLE XI Amendment

- 11.1 Amendment** Proposed Amendments to this Constitution shall be submitted for vote of the membership upon either: (a) a resolution calling for such amendment adopted by the Board of Directors and setting forth its terms, or (b) submission of a petition calling for an amendment, setting forth its terms and signed by at least twenty (20) Active members.
- 11.2 Required Vote** This Constitution may be amended by a two-thirds vote of the Active members present and voting at any regular or special Club meeting, provided that a quorum is present at the time the vote is taken and the proposed amendments are stated in full in the notice of the meeting at which action is to be taken thereon.
- 11.3 Modification** When proposed amendments are properly before any meeting for consideration, they may, before final action is taken thereon, be changed by a majority vote, provided the change is germane to the subject of the amendment under consideration.
- 11.4 Effective Date and Notice** Amendments to this Constitution shall become effective immediately upon approval by the membership. A notice of such approval is to be provided to each active member within 60 days of the date of approval. Notice of approval in the Club publication, duly issued and circulated, shall fulfill the above requirement.

## ARTICLE XII Distribution of Assets on Dissolution

- 12.1 No Interest** No member of this Club shall have, as an individual, any interest in or title to the assets of the Club and such assets shall be devoted exclusively to the purposes of the Club.

# CONSTITUTION OF MIDDLE BASS ISLAND YACHT CLUB, INC.

- 12.2 Distribution of Assets** In the event of dissolution and voluntary surrender, or of revocation of this Club's charter, any remaining assets shall be distributed pursuant to a plan of distribution adopted by the voting members at a regular or special meeting duly called for the purpose.

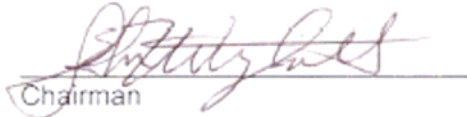
## ARTICLE XIII Miscellaneous

- 13.1 Status** This Constitution is intended to operate as the "Regulations" of the Club under the Nonprofit Corporation Law of Ohio. It amends and restates in their entirety all prior Constitutions and Bylaws of this organization.
- 13.2 Rules and Regulations** The Board of Directors may adopt rules and regulations not in conflict with the provisions of this Constitution, provided no such rule shall become effective until it is published in the Club newsletter or otherwise sent to all members. All such rules shall be published and/or posted on the Club's website.
- 13.3 Newsletter** There may be a Club newsletter and it shall be known as "THE GRAPEVINE".
- 13.4 Burgee** The Club shall have a burgee which shall be royal blue in color and shall have the outline of three white fishes, with the middle fish adorned with a red flower.
- 13.5 Parliamentary Authority** Roberts Rules of Order shall be the final authority on all questions of procedure and parliamentary authority not in conflict with the Articles of Constitution.
- 13.6 Definitions** As used herein, unless the context clearly indicates otherwise, the term:
- 13.6.1.** *The Club* means Middle Bass Island Yacht Club, Inc.
  - 13.6.2.** *Board* means the Board of Directors of the Middle Bass Island Yacht Club, Inc.
  - 13.6.3.** *Members, officers, committees, delegates* and subjects treated generally refer to and mean those of this Club.
  - 13.6.4.** *Member in good standing* means one who is neither delinquent in payments to the Club nor suspended from the Club
- 13.7 Construction** Any word denoting gender used in this Constitution shall apply equally to either gender as the context may require.

# CONSTITUTION OF MIDDLE BASS ISLAND YACHT CLUB, INC.

## Approvals

Rules Committee

  
Chairman

Date: 9/4/2010

Approved by the Membership

  
Secretary

Date: 9-4-2010

Membership Notified of Approval

  
Secretary

Date: 10-15-2010