

BROWNSVILLE YACHT CLUB BY-LAWS

ARTICLE I

Name

Section 1 The corporate name of this club is the Brownsville Yacht Club of Brownsville, Washington.

ARTICLE II

Purpose

Section 1 This is a family club and our purpose shall be to encourage and promote the sport of yachting and boating, to further safety on the water, to promote the science of seamanship and navigation and, to afford a means of good fellowship among the devotees of this sport and recreation.

ARTICLE III

Membership

Section 1 Any person of good moral character is eligible for membership in this club, boat ownership is not required.

Section 2 Any member whose actions are determined to be an embarrassment to the club or its flag officers shall be removed from membership upon recommendation of the Executive Board and a two-thirds majority vote of members attending the next general meeting following the presentation of the Board's recommendation to all members in good standing. The member will be invited to attend an Executive Board meeting held prior to the Board making their recommendation to all members.

ARTICLE IV

Initiation and Dues

Section 1 Initiation fee is \$150.00 per membership (family or single).

Section 2 Yearly dues shall be \$200.00 per family membership and \$100.00 per single membership payable in advance to the next due date of June 1.

Section 3 Any member two (2) months in arrears shall be notified in writing and if dues are not paid or correspondence received within one month, such member shall be dropped from the membership.

Section 4 Only members in good standing (dues current) shall be entitled to vote on any club issue.

Section 5 All requests for withdrawal from membership shall be submitted in writing for Executive Board approval. All approved withdrawals shall be filed indefinitely.

Section 6 If a previous member who was in good standing when he/she withdrew from membership with

Executive Board approval re-applies for membership, the initiation fee shall be waived on a one-time basis only. Disputes concerning written withdrawal and/or Executive Board approval shall be resolved by a general membership vote.

Section 7 Previous members not in good standing when they withdrew from membership (without Executive Board approval and without written withdrawal) shall re-apply as new members and pay the initiation fee.

ARTICLE V

Application for membership

Section 1 All applications for membership shall be on club provided forms, proposed by one member in good standing, and submitted together with initiation fee and one year dues. Upon initiation, prepaid dues shall be prorated based on the months remaining in the current membership year (1 June -31 May) and the difference refunded.

Section 2 Application for membership shall be read by the Membership Chairperson at a general meeting (first reading). They shall also be referred to the Executive Board for investigation and acceptance or rejection (second reading). Any member in good standing with objections to membership acceptance or has other observations to present, should make them in person or by letter to the Executive Board at its next regular meeting after the first reading for membership.

Section 3 The Membership Chairperson shall present all successful candidates to the general membership at the next regular club meeting or function after the second reading for membership, or as soon as available after the second reading, at which time they shall be initiated into the club. The members proposing new membership shall assume responsibility of introduction to cruise, meeting, and social routines and act as point of contact for questions or information.

Section 4 Rejected applicants will be notified as soon as possible. The Membership Chairperson will promptly prepare a rejection notification stating the reason(s) for the application denial. The Secretary will promptly notify the applicant of the rejection by providing him/her the rejection notification and refund the application fee and dues. Rejected applicants shall have the opportunity to address the Executive Board at the first meeting following notification of rejection, and if deemed appropriate the Executive Board may accept the applicant by majority vote. Rejected applicants shall not be eligible to re-apply until one year from the date of rejection.

ARTICLE VI

Officers

Section 1 The Flag Officers to be elected at the June meeting of the membership are: Commodore, Vice Commodore, Rear Commodore, and Fleet Captain if there is a nominee. The Flag Officers shall be elected and serve for a term of one year or until successors are elected and installed.

Section 2 The Commodore shall not hold office for more than two consecutive years. The office of Commodore should be elected from a previous Flag Officer. However, a member in good standing with 5 years active membership and who has served a minimum of three times in any of the following capacities: Treasurer, Secretary, Fleet Committee, or Committee Chairperson, shall be eligible for Commodore if no other previous Flag Officer will accept the office.

Section 3 The Flag Officers must actively promote and encourage the sport of yachting and boating.

Section 4 The Commodore shall appoint the following officers to serve during his/her term of office: Secretary, Treasurer, Fleet Committee Chair, and Quartermaster. However, the Commodore may appoint one person as Secretary/Treasurer.

Section 5 The Executive Board shall consist of the three elected Flag Officers, the Junior Past Commodore, Fleet Captain/Fleet Chair, Secretary, Treasurer, and two non-officer members. The non-officer members shall be elected by the general membership for a two-year term to be staggered so that one new Executive Board member will be elected each year. The Commodore shall chair the executive board as a non-voting member except in the case of breaking tie votes by the board.

Section 6 The unexpected vacancy of a Flag office may be filled by a junior Flag Officer, in order of seniority, for the remainder of the unexpired term. A special election shall be held to fill the resultant vacant Flag Officer position.

Section 7 Only members in good standing shall be entitled to hold office.

Section 8 The removal of an Officer or Executive Board member from an elected position shall be considered when a written petition, signed by at least 10 members in good standing, is presented at a general meeting of the membership and a majority of members present at that meeting accept the petition for consideration. The general membership shall be notified of the impending action at least 10 days prior to the next general meeting. A two-thirds majority of those present at the next general meeting shall be required to remove the Officer or Executive Board member in consideration.

ARTICLE VII

Meetings

Section 1 A general meeting will be held each month except for August, typically on the 2nd Tuesday of the month at 7:00 p.m. unless changed by a vote of the general membership or as stated in Article VII Section 5 or Section 7.

Section 2 The routine affairs of the club shall be under the general management of the Executive Board. The Executive Board will typically meet at least one week prior to the monthly general meeting. At the Executive Board meeting all routine business of the club will be handled.

Section 3 At the June meeting, the Flag Officers and the Executive Board members will be elected for the following year by the general membership. The Nominating Committee shall submit a slate of candidates for the elected offices prior to the June general meeting, and additional nominations for all elected positions shall be accepted from the floor at the June meeting prior to elections being conducted.

Section 4 The Installation of Officers shall be the responsibility of the incoming Commodore and held at the September general meeting, which may be scheduled at the discretion of the incoming Commodore. Routine business will be kept to a minimum at the installation meeting.

Section 5 Special meetings of the club may be called by the Commodore, and shall be called upon written request to the Commodore by 10 members in good standing.

Section 6 The presence of the general membership at Executive Board meetings is encouraged. Members may address the board only by verbal or written request, or by Board invitation, and shall have no voting privileges.

Section 7 If a regular meeting date falls on, or near, a holiday, the Commodore is authorized to reschedule the meeting to within seven calendar days either side of the original meeting date.

ARTICLE VIII

Quorum

Section 1 Three members of the Executive Board shall constitute a quorum for an Executive Board meeting.

Section 2 Two elected officers and 10 voting members in good standing shall constitute a quorum for club meetings.

ARTICLE IX

Order of Business

Section 1 At all regular meetings of the club the following order of business shall take place unless as a matter of expediency, on occasion, the Commodore deems fit to depart there from:

- Call to order
- Pledge of Allegiance to the Flag
- Past Commodore recognition
- Reading and/or acceptance of the last minutes
- Introduction of guests
- Reading of communications
- Applications for membership
- Report of Flag Officers
- Report of committees
- Unfinished business
- New business
- Scuttlebutt
- Adjournment

ARTICLE X

Duties of Officers and order of Seniority

Section 1 **COMMODORE.** The Commodore shall:

- A. Command the club members.
- B. Enforce the bylaws, rules and regulations of the club.

- C. Preside over all meetings of the club and the Executive Board and serve as a voting member of the Executive Board.
- D. Appoint all non-elective officers and committees.
- E. Sign, together with the secretary on behalf of the club, all contracts, bonds and other written instruments approved by the Executive Board.
- F. Exercise general supervision over all social affairs of the club.
- G. Have such other powers and perform such other duties as may be required by the bylaws or which the Executive Board may authorize.
- H. Be an ex-officio member of all committees.
- I. Prepare the club budget (incoming Commodore) for the fiscal year, September 1 to August 31 and present it to the Executive Board for approval at the September Executive Board meeting. Approved club budget shall be made available to the general membership.

Section 2 VICE COMMODORE. The Vice Commodore shall:

- A. Assist the Commodore in the discharge of his/her duties.
- B. In the absence of the Commodore, officiate in his/her stead.
- C. Serve as voting member of the Executive Board.
- D. Act as Membership Chairperson.
- E. Notify members of acceptance into membership, rejection, suspension, expulsion, or Executive Board acceptance of resignation.
- F. Maintain reciprocal records and verify monthly that reciprocal charges do not exceed the authorized amount and duration.

Section 3 REAR COMMODORE. The Rear Commodore shall:

- A. Assist the Commodore and Vice Commodore in the discharge of their duties.
- B. Officiate in the event of absence of both the Commodore and Vice Commodore.
- C. Serve as a voting member of the Executive Board.
- D. Act as Chairperson of the Housing Committee, overseeing the Quartermaster, Social Committee, clubhouse maintenance, rental, and cleanliness plus organizing the annual cleanup including time and personnel.
- E. Perform an annual audit of the club's equipment. The audit will usually be accomplished during the annual club cleaning and the results reported to the Executive Board in writing at their next meeting and provided to the Quartermaster.
- F. Maintain an inventory list of equipment owned by the club and its location.
- G. Maintain a list of members responsible for refreshments at the general meetings.

Section 4 FLEET CAPTAIN/COMMITTEE. The Fleet Captain/Committee shall:

- A. Organize all on-the-water fleet activities including club cruises.
- B. Present a tentative schedule to the Executive Board at the September meeting for approval.

Section 5 SECRETARY. The Secretary shall:

- A. Keep a true record of the club. The record shall be kept in a comprehensive and legible form as a permanent property of the club.
- B. Keep a correct roll of all members.

- C. Keep a correct list of the name and description of each member's boat.
- D. Keep and file all documents, records, reports and all other communications connected with the business of the club.
- E. Notify each member of special meetings.
- F. In the case of inability to attend any meeting, cause the necessary records and papers to be conveyed to the meeting place.
- G. Perform such duties as are incumbent upon the office or essential to the proper conduct of the club and its affairs, or which from time to time be imposed upon the club or the Executive Board.
- H. Countersign checks disbursed by the Treasurer.

Section 6 **TREASURER**, The Treasurer shall:

- A. Receive all moneys paid to the club; give receipt thereof; and deposit moneys, only in the name of Brownsville Yacht Club, in the banks approved by the Executive Board.
- B. Provide special funds as may be ordered by the Executive Board. All other receipts and revenues of the club shall be available for such uses as the Executive Board may direct or approved by the general membership. The Treasurer shall disburse those moneys as directed by the Executive Board and countersigned by an authorized signatory.
- C. Conduct the financial relations of the club including filing Secretary of State Non-Profit Annual Report and Federal Tax Form.
- D. Be audited at least once a year by the Audit Committee.
- E. Make a financial report once a month showing the receipts and disbursements since the previous reports, and make a full and complete statement of financial condition of the club at the close of the fiscal year. (fiscal year is September 1 to August 31)

Section 7 **QUARTERMASTER**, The Quartermaster shall:

- A. Be responsible for the purchase, maintenance and sale of all merchandise purchased for resale by the club, including Burgees and initial/resale name tags.
- B. Purchase and disburse all consumable supplies used by the club.
- C. Be prepared to present a monthly report for the General Membership showing the previous month's income, purchases and profits or loss.
- D. Serve on the Housing Committee and assist the Rear Commodore during the annual audit of the club's equipment.

ARTICLE XI
Appointees and Committees

Section 1 The Commodore appoints individuals and/or committees to carry on the general activities of this club. These appointments serve at the discretion of the Commodore and fall into three categories; Standing, Special and Optional. As soon as possible after appointment, the appointed individuals or committee chairperson shall submit their plans for activities for the coming year to the Executive Board.

- A. **STANDING:** Appointees and/or Committees usually serve for the tenure of the Commodore.
 1. **PORT COMMISSION LIAISON COMMITTEE.** This committee shall be responsible for establishing and maintaining harmonious relations with the Port Commission of Brownsville;

shall work with the Port Commission on all matters pertaining to the club, and with the Port Commission as directed by the Commodore; shall attend the Port Commission meeting as observers; and keep the club informed of all Port policies and matters of interest to the club. When possible, members of this committee shall live within the Port District and/or moor their boats at the Brownsville Marina.

2. **HOUSING COMMITTEE.** This committee shall be responsible for maintaining the club facilities, furnishings and equipment and for supervising the use of the club facilities by individual members or other organizations. The Rear Commodore shall serve as Chairperson of this committee.
3. **SOCIAL COMMITTEE.** This committee shall be responsible for planning, coordination and production of social events scheduled by the Commodore and any additional events so planned by the Social Committee, maintain a list of members responsible for refreshments at the general meetings, provide appropriate social events most desired by the active membership and shall report to the Rear Commodore.
4. **PUBLICITY COMMITTEE.** This committee shall provide the newspapers and boating magazines with items of interest relating to the club. All such releases shall be cleared with the Commodore.
5. **WEBMASTER.** This person shall maintain the club's web page.
6. **Recreational Boating Association of Washington (RBAW) Delegate.** This person shall act liaison between BVYC and RBAW reporting on RBAW activities

B. **SPECIAL:** Appointees and/or Committees usually serve for a specific time frame, as designated by the Commodore, and include the following: Audit, Bylaws and Nominating.

1. **AUDIT COMMITTEE.** An Audit Committee shall be appointed to conduct an annual financial audit and submit a written report of findings at the September general meeting (fiscal year is September 1 to August 31)
2. **BYLAWS COMMITTEE.** The bylaws committee will be formed IAW ARTICLE XIV, Section 2.
3. **NOMINATING COMMITTEE.** The Commodore shall appoint this committee in April. The purpose of the Nominating Committee shall be to solicit and gather nominations from the general membership to assure that one or more names has been placed into nomination for each elected office, and to submit a report on such at the May and June regular meetings.

C. **OPTIONAL:** Appointees and/or Committees are formed at the direction and discretion of the Commodore to meet specific club requirements. *No specific appointees and/or committees are designated.*

ARTICLE XII

Flags

Section 1 The official flag of the club is a blue salmon on a white triangle. Only active members in good standing shall be entitled to fly the club burgee.

Section 2 **COMMODORE.** The Commodore shall fly a rectangular blue flag with a white fouled anchor encircled by 13 white stars.

Section 3 VICE COMMODORE. The Vice Commodore shall fly a rectangular red flag with a white fouled anchor encircled with 13 white stars.

Section 4 REAR COMMODORE. The Rear Commodore shall fly a rectangular white flag with a red fouled anchor encircled by 13 red stars.

Section 5 FLEET CAPTAIN/COMMITTEE. The Fleet Captain/Committee shall fly a rectangular white flag with a blue fouled anchor in the center.

Section 6 SECRETARY. The Secretary will fly a rectangular blue flag with white crossed quills.

Section 7 TREASURER. The Treasurer shall fly a rectangular blue flag with a white acorn.

ARTICLE XIII

Government

Section 1 The government of Brownsville Yacht Club shall be exercised by a majority vote of the members present in a regular meeting, except as otherwise provided in these By-laws.

Section 2 To purchase, mortgage, sell, lease or dispose of real property, a referendum vote stating the proposition to be voted upon shall be mailed or electronically transmitted to all voting members of this corporation 30 days prior to the date of said vote and that a two-thirds vote shall be necessary for such authorization.

Section 3 Absentee voting is authorized when voting for elected officers, Boat Family of the Year and Member of the Year. Absentee votes may be received by mail or electronically, available in hard copy during the June voting date, and counted as part of the vote if received within seven calendar days of election date,. The Chairperson of the Nominating Committee shall receive the votes and present all correspondence at the June general meeting.

Section 4 Roberts Rules of Order shall guide, but not dictate to the point of confusion, all procedures of the club when not in conflict with these bylaws.

Section 5 The club shall be declared dissolved upon a two-thirds majority vote of members present at a regular meeting provided that a referendum vote stating the proposal to dissolve shall be mailed or electronically transmitted to all voting members of the club 30 days prior to the date of said vote. Upon dissolution of the club, the Executive Board, assisted by other officers and members as needed, shall assume responsibility for liquidating any club assets, paying or making provision for payment of all outstanding liens against the club and disbursing any remaining funds IAW Non-Profit regulations.

Section 6 Given that emergency circumstances may arise, the Executive Committee is authorized temporary emergency measure authority that may supersede specific bylaws for a term of no longer than 90 days when a special meeting of the general membership cannot be convened to address the circumstance. Any temporary emergency measure enacted cannot be renewed nor extended beyond the initial 90 days and a new emergency measure cannot be initiated that is substantially the same or is in the same spirit of the original emergency measure. Additionally, an emergency measure cannot be put in place that will supersede any section of

ARTICLES XIII or XIV. Any emergency measure enacted will be addressed to the general membership at the next scheduled general meeting.

ARTICLE XIV
Amendments

Section 1 These bylaws may be amended by a two-thirds vote of the members present at any regular meeting after such amendment has been presented to the membership at a regular meeting and all voting members have 10 days written or electronic notice of the intention to amend.

Section 2 Each year, the Commodore shall consider appointing a committee to review the Club's bylaws and to recommend changes. As a minimum, a committee must review the bylaws every three years.

ARTICLE XV
Date of Adoption

The bylaws were duly adopted by the members of the Brownsville Yacht Club on the 10th day of June in the year of 1971 and as amended 4 March 1975, 4 January 1977, 14 June 1979, 12 November 1981, 11 December 1981, 8 December 1983, 8 May 1986, 27 February 1992, 8 May 1997, May 2003, 12 October 2006, 12 May 2011, 13 May 2014 and 8 May 2018.

EXECUTIVE BOARD

Junior Past Commodore	Date	Commodore	Date
Vice Commodore	Date	Rear Commodore	Date
Member	Date	Member	Date