

**BYLAWS
OF
EUGENE YACHT CLUB**

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**BYLAWS
OF
EUGENE YACHT CLUB**

ARTICLE I. OFFICES

SECTION 1. PRINCIPAL OFFICES

The principal office of the club in the State of Oregon shall be located in Lane County, Oregon, and shall be at the regular place of business of the Secretary of the club, unless otherwise designated by the Board of Trustees. The club may have such other offices, within the State of Oregon, as the Board of Trustees may designate or as the affairs of the club may require from time to time.

SECTION 2. REGISTERED OFFICE

The club shall continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with that registered office, as required by the Oregon Non-profit Corporation Law. The registered office may be, but need not be, identical with the principal office of the club.

ARTICLE II. MEMBERS

SECTION 1: QUALIFICATIONS

Membership is available for any person who meets the following standards: is of good moral standing; is at least twelve (12) years of age; owns a boat (or part interest in one or has one under construction); and is interested in the sport of yachting. Boat ownership is not required of Junior or Associate members, as described in the following Membership categories.

SECTION 2. MEMBER DEFINED

"Member" and "Membership," for all purposes other than voting, dues, workparty obligations and assessments, includes all of the members of a family (not otherwise having membership and under the age of 30) living in the family abode of the member or attending an institution of advanced instruction. All of those persons shall be entitled to all of the rights (other than voting) of the class of membership to which the member belongs, except that any voting right may be exercised by only one of the adults in the family. Both husband and wife or each partner in a domestic partnership have equal status as members and

their membership rights are deemed to be held as joint tenants with right of survivorship.

SECTION 3. CLASSES OF MEMBERSHIP AND RIGHTS

There are two (2) categories of membership: active and inactive. Under the active category of membership, there are nine (9) classes of membership: junior, associate, legacy, tier one, tier two, full, senior, life and honorary. All membership classifications are subject to the payment of all fees, dues, assessments and rents as may be required by the club. The rights of each class, except as otherwise provided herein, are as follows:

- a. ASSOCIATE: An associate member shall pay less dues and a reduced application fee, and be required to perform reduced workparty hours, as established by the Board of Trustees annually. He or she may not have EYC moorage privileges or accumulate seniority. A member moving from associate member classification to another is required to pay the difference in application fees that are applicable at the time of the change in membership classification.
- b. FULL: A full member shall have the privileges of the club, be entitled to vote, and be eligible to hold office.
- c. JUNIOR: A junior member shall have all of the privileges of the club but shall have no right to vote or hold office and shall have no guest privileges. Any unmarried individual between the ages of twelve (12) and twenty-one (21), if continuously sponsored by an active member of the club who agrees in writing to take full responsibility for the junior member on the same basis as if the junior member were a child of the member in all matters of the club, may become a junior member. Boat ownership is encouraged but not required. Junior members shall pay such dues, fees and rents as are set by the Board of Trustees. When a junior member reaches age twenty-one (21), that junior member may either: (1) Make application for election to tier one, legacy or full membership in the club without regard to any upper limit on the number of club members provided for in the By-laws or (2) Become an inactive junior member of the club for a period of not more than five years. Any inactive junior member's dues are applied to the application fee.

d. HONORARY: An honorary membership is for only one year at a time. An honorary member shall have the privileges of the club for that year. Such a member shall be subject to the payment of any rents or fees or other charges incurred but shall not be required to pay dues, give workparty hours or pay workparty fees. Honorary members are chosen by the Board of Trustees

e LEGACY: Legacy membership is for children under the age of 30 of full, senior, life or honorary members in good standing. A legacy member shall pay less dues and a reduced application fee, and be required to perform reduced workparty hours, as established by the Board of Trustees annually. He or she may have EYC moorage privileges, seniority accumulation, voting rights, and office-holding rights.

f. LIFE: A life member is a member for life. A life member shall be subject to all of the obligations of an active member except such a member shall not be required to pay dues, workparty fees or give workparty hours. Such a member shall have the privileges of the club, the right to vote, and be eligible to hold office. Life members are chosen by the Board of Trustees.

g. SENIOR: Any member in good standing who has been an active member for 25 or more years and who has attained age 65 shall, *UPON NOTICE TO THE CLUB*, become a senior member. A senior member shall be entitled to all of the privileges of the Club and shall have all of the burdens of membership except workparty fees and workparty hours.

h. TIER ONE: A tier one member must be between the ages of 21-28. A tier one member will pay reduced dues and application fee, and will be required to work additional workparty hours as established by the Board of Trustees annually. He or she may have EYC moorage privileges, seniority accumulation, voting rights, and office-holding rights.

i. TIER TWO: A tier two member must be between the ages of 29-36. A tier two member will pay reduced dues and application fee, and will be required to work additional workparty hours as established by the Board of Trustees annually. He or she may have EYC moorage privileges, seniority accumulation, voting rights, and office-holding rights.

j. INACTIVE: An inactive member shall have none of the privileges of the club, and no right to vote or hold office. An inactive member shall be subject to the payment of dues as may be required by the club.

ARTICLE III - ELECTION OF MEMBERS

SECTION 1. ADMISSION PROCEDURES

a. The members of the club shall be those persons who are members (as defined in Article II, Section 2 hereof) at the time of the adoption of these Bylaws. Thereafter, an applicant for active or junior membership shall complete and sign the application form prescribed by the Board of Trustees and obtain a primary sponsor and at least one co-sponsor who shall endorse on the application their sponsorship of the applicant.

b. The sponsors shall be active members in good standing. The sponsors must be members for one year before being eligible to propose a new member. A sponsor will be limited to two sponsorships per year.

c. The application shall be submitted to the Club Manager and shall be accompanied by a payment of the application fee, and the current dues.

d. If the applicant applies and is recommended for election to membership in September, the dues shall be one/half (1/2) of the current year's dues. If the applicant applies and is recommended for election to membership in October, the dues shall be one-fourth (1/4) of the current' year's dues. There shall be no pro-ration of the application fee.

SECTION 2. PROCESSING OF APPLICATION

a. The Board of Trustees shall process the membership application within thirty (30) days following receipt thereof by the Club Manager.

b. RECOMMENDATION FOR ELECTION. If the Membership Committee and staff determines the application is in order and ready for election to membership, notice of the application shall be posted in the clubhouse no later than the last Saturday of the month with the date and time the Board of Trustees will be voting on the application.

c. ORIENTATION OF APPLICANTS. A modified handbook, including but not limited to the by-laws and grounds rules of the club shall be mailed to the applicant by the membership committee after the

application is received by the Club Manager. An orientation will be held at the club. The applicant must complete the orientation in order to become a member.

d. VOTING BY THE BOARD OF TRUSTEES. Once the Membership Committee and staff have determined the application is in order and the notice of the application has been posted at the clubhouse and at the website for not less than two weeks, the Board of Trustees will act upon it.

e. UNFAVORABLE RECOMMENDATION. If the applicant is rejected by a majority of those voting, the application shall be deemed rejected, but the application may be resubmitted six (6) months from the date of the rejection.

f. COMMITTEE FILE. The file of the Membership Committee on the applicant shall be available only to the Commodore and the Secretary and shall be destroyed upon the election or the rejection of the applicant.

SECTION 3. ELECTION TO MEMBERSHIP

The election to membership shall be as follows:

a. ACTIVE. An applicant is elected to active membership by the majority ballot of the Board of Trustees, with the exception of senior, life or honorary classifications. Membership begins once the applicant has successfully been elected and has completed the orientation. If rejected, the application may not be resubmitted for a period of six (6) months from the date of the original application and will be resubmitted to the Membership Committee to again be processed in accordance with the Bylaws.

b. REINSTATEMENT OF INACTIVE MEMBERS. An inactive member may be reinstated as an active member at will without the necessity of an application for membership, without the payment of any application fee and without the vote of the membership so long as the inactive member otherwise meets the qualifications for active membership. However, that person must furnish to the club written notice of the effective date of reinstatement together with payment of all dues, fees, and assessments then required of active members.

c. REINSTATEMENT OF FORMER MEMBER. A former active member who resigned in good standing may be re-elected to active membership only in the same manner as a person applying for active membership the first time except that the application fee shall be fifty percent (50%) less. The Board of Trustees may reduce or waive the application fee for such an applicant.

d. **INACTIVE MEMBERSHIP.** An active member in good standing may transfer to inactive membership by submitting a written request stating the reasons for the request.

e. **LIFE MEMBERS.** A person may be elected to life membership by the unanimous vote of the Board of Trustees.

f. **HONORARY MEMBERS.** A person may be elected to honorary membership by the unanimous vote of the Board of Trustees.

SECTION 4. ASSIGNABILITY OF MEMBERSHIP

Membership shall not be assignable.

SECTION 5. DISSOLUTION OF RELATIONSHIPS

Upon a dissolution of marriage or separation of live-in couples, only one of the members may retain the membership.

SECTION 6. BOAT OWNERSHIP

With the exception of junior and associate members, any active member without a boat may at any time be requested by the Board of Trustees to show cause as to why that member's moorage slip should not be released for the use by another.

SECTION 7. RESIGNATION, SUSPENSION AND EXPULSION

a. **RESIGNATION.** Any member may, after fulfilling all of the member's obligations to the club, resign from the club by giving written notice of such intention to the Secretary. That notice shall be transmitted by the Secretary to, and shall become effective upon its receipt by, the Board of Trustees at its first meeting following receipt of that notice by the Secretary.

b. **SUSPENSION FOR NONPAYMENT.** Any member who has failed to pay in full any bill for dues, fees, rentals, assessments, or other indebtedness to the club on the later of the 60th day after mailing of the bill or the 60th day after the date on which the charge is due under the terms of the bylaws shall, as a result, be suspended from membership in the club and shall not be entitled to the privileges of the club until such bill is paid in full. Notice of the suspension shall be given to the member forthwith.

c. **EXPULSION FOR NONPAYMENT.** If the suspension of a member for nonpayment in accordance with the preceding subsection b. lasts for sixty (60) days, that fact shall be reported to the Board of Trustees and that member may be expelled by the Board of Trustees ten (10) days after written notice has been given to the member of the proposed expulsion.

d. **SUSPENSION AND EXPULSION FOR CAUSE.** Any member may be suspended or expelled for cause such as, but not limited to, violation of any of these Bylaws, any rules of the club, the moorage rules or conduct prejudicial to the best interests of the club or for conduct unbecoming a lady or gentleman or conduct likely to endanger the welfare or good order of the club. Except as provided otherwise in the preceding subsection c., expulsion or suspension for cause shall be only by the unanimous ballot of the Board of Trustees.

e. **NOTICES REQUIRED.** Before any member may be suspended for cause or expelled for cause, a statement of the charges giving rise to the cause or a statement of the fact of nonpayment must be mailed by certified mail to that member at least fifteen (15) days before any action is taken thereon. That statement shall be accompanied by the notice of the time when and the place where the Board of Trustees proposes to take the action of suspension or expulsion. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

f. **FORFEITURE OF DUES.** Upon expulsion, all dues, rents, fees and assessments paid shall be forfeited and all rights and privileges of membership shall be terminated.

ARTICLE IV. PRIVILEGES

SECTION 1. PRIVILEGES OF THE CLUB

The privileges of the club include the right to moorage only as available and to use the club grounds and facilities; to attend all meetings of the club and all meetings of the Board of Trustees and to have guests on the club grounds at any time.

SECTION 2. MOORAGE

"Moorage" means moorage of boats in slips, storage of boats and trailers on the grounds, and the space for temporary living accommodations or overnight stays on the grounds and the usage and placement of all property permitted on the grounds. With the exception of associate class members, all other active members shall have the privilege of moorage. It is also extended to visiting members of recognized yacht clubs or unaffiliated sailors attending EYC events.

SECTION 3. GUEST PRIVILEGES

Any member may, on occasion, grant guest privileges to the member's immediate family who are age 21 or older without being present on the grounds by prior notification to the Groundskeeper or to the Club Manager of the extension of the guest privileges. It shall be the duty of

the guest, on arrival on the grounds, to notify the Groundskeeper or other responsible person of the guest's presence. The member shall be responsible to the club, and to the other members, for all actions of such guests.

SECTION 4. MOORAGE RULES

Written moorage rules shall be maintained and posted at all times by the Board of Trustees and may be revised or amended from time to time as may be necessary by the Board of Trustees. The Board of Trustees shall cause an up-to-date set of moorage rules to be published in the club handbook, to be posted on the club grounds, and to be furnished to all members by not later than Opening Day of each yachting season.

SECTION 5. SENIORITY

All moorage privileges shall be by seniority. Seniority shall be based upon the number of years of membership as an active member, except for junior or associate class membership classifications, who do not accumulate seniority. If further clarification is needed, seniority will be determined in the following order:

- By the date the member was elected into active membership.
- By the date and/or time the application was received by the Club Manager.
- By the date the application was signed by the applicants.

ARTICLE V. DUES AND FEES

SECTION 1. APPLICATION FEE

The amount of the application fee for membership in the club shall be determined by the members present at an annual meeting of the members or at a special meeting of the members called for that purpose. The Board of Trustees may recommend the amount of the application fee.

SECTION 2. ANNUAL DUES

The amount of the annual dues shall be determined by the members present at an annual meeting of the members or at a special meeting of the members called for that purpose. The Board of Trustees may recommend the amount of the annual dues. Dues shall be due and payable on November 1 of each year.

SECTION 3. ASSESSMENTS

No assessments may be made of members except upon the affirmative vote (by ballot) of a majority of members entitled to vote thereon. Assessments shall be due at such time as is stated in the resolution adopting the assessment.

SECTION 4. MOORAGE RENTS

The rents for moorage or the use of other property of the club shall be determined by the Board of Trustees. Winter moorage charges shall be due and payable on November 1 of each year. Summer moorage charges shall be due and payable on April 1 of each year. All other charges shall be due and payable on mailing of a bill therefore by the club.

SECTION 5. REBILLING FEES

Any dues, assessments, rents, fees or other charges of any kind payable pursuant to these Bylaws, or otherwise, shall be subject to rebilling fees. The purpose of rebilling fees is to reimburse the Club for the expense of excess rebillings of past-due accounts, and shall be \$10.00 for each rebilling following the expiration of the sixty-(60)day payment grace period mentioned in ARTICLE III, Section 8. A rebilling fee shall be added to the amount due on the third and each subsequent billing of any charge. The third billing, for counting purposes, shall include the initial billing. Except as otherwise specified in these Bylaws, charges of any kind shall be due 30 days after the date billed. Nothing in this section is intended to modify the due dates of any charges particularly specified elsewhere in these Bylaws.

SECTION 6. MILITARY SERVICE

Members entering the military service shall be exempted from the payment of dues, fees and workparty obligations but not payment for moorage for the period of time such a member is in the military service and the station of duty is outside of Lane County

SECTION 7. WORKPARTY OBLIGATIONS

With the exception of junior, senior, life or honorary, other active members shall support the maintenance program of the club. Active members shall furnish their labors each year for the number of workparty hours established by the Board of Trustees. The workparty year shall be from August 1st through July 31st

a. FEE FOR HOURS MISSED. Any member failing to furnish their labors for the number of hours required shall be assessed a fee in lieu of any workparty hours missed, the fee to be established by the

Board of Trustees. Workparty credits shall be given only to adults and teenage members of the family with no more than one-half (1/2) of the total hours to be furnished by the teenage members.

b. RELIEF FROM WORKPARTY DUTIES. A member may be relieved of workparty duty, or the payment of a fee, by application to the Board of Trustees setting forth the fact of inability to work due to health, or setting forth past services to the club which shall compensate for the workparty time. If the member has other members of the family living in the family abode, the exclusion for illness must apply to all adult members and all teenage members.

ARTICLE VI. MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING

An annual meeting of the membership of the club shall be held on the last Saturday of October each year at the hour of 7:30 pm for the purpose of electing the Board of Trustees and for the transaction of such other business as may come before the meeting. If the annual meeting is not held at the designated time, the Commodore or the Board of Trustees may call the annual meeting at a time fixed by them not more than sixty (60) days after the designated time by proper notice designating the meeting as the annual meeting. If the annual meeting is not held at the designated time or during the sixty (60) day period thereafter, the annual meeting may be called by ten (10) active members. In that event, notice shall be given not more than fifteen (15) days after the expiration of that sixty (60) day period. That notice shall fix the time of the meeting at the earliest date permissible under the applicable notice requirements.

SECTION 2. MONTHLY MEETINGS

The monthly meetings of the club shall be held once each month (except December) at a time set by the Board of Trustees for the transaction of such business as may properly come before the membership.

SECTION 3. SOCIAL MEETINGS

Social meetings may be held at any time and at any place at the pleasure of the membership.

SECTION 4. PLACE OF MEETINGS

Meetings of the members shall be held at such place within Lane County, Oregon as shall be determined by the Board of Trustees and designated in the notice of the meeting.

SECTION 5. SPECIAL MEETINGS

Special meetings of the club may be called by the Commodore, Executive Committee or the Board of Trustees and shall be called by the Commodore upon the written request of ten (10) active members.

SECTION 6. NOTICE OF MEETINGS

A written or printed notice of each membership meeting, stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the meeting, shall be given by the Secretary of the club or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent at least seven (7), but not more than fifty (50) days before the date named for the meeting (unless a greater period of notice is required by law in a particular case) to each member by United States mail, charges prepaid, to the member's address appearing on the records of the club. Notices of a program presented by the club which is not designated as a meeting may be given by telephone.

SECTION 7. VOTING AND MANNER OF ACTION

Each membership in good standing is entitled to one (1) vote. A member or a membership in good standing means a member or membership not under suspension and who is otherwise entitled to vote. No vote may be by proxy. Unless otherwise specified in these Bylaws, the act of the majority of members present at a meeting at which a quorum is present shall be the act of the membership.

SECTION 8. QUORUM

Those members present and entitled to vote at any annual, regular or special meeting of members, constitute a quorum at the meeting.

SECTION 9. ADJOURNMENT

Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

ARTICLE VII. BOARD OF TRUSTEES

SECTION 1. GENERAL POWERS

The business affairs of the club shall be managed by the Board of Trustees.

SECTION 2. NUMBER, QUALIFICATIONS AND TERM OF OFFICE

The number of Trustees of the club shall be seven (7), each of whom shall be an active or life member of the club and in good standing. The Board of Trustees shall consist of the Commodore, the Vice-Commodore, the Rear Commodore, the Secretary, the Treasurer, the First Trustee, and the Second Trustee. Commencing with the election of Trustees after the adoption of these Bylaws, the term of office of the person elected as Vice-Commodore shall be three (3) years, the first year of which shall be served as Vice-Commodore, the second year as Commodore, and the third year as Rear Commodore. The term of office of the person elected as Second Trustee shall be two (2) years, the first year of which shall be served as the Second Trustee, and the second year as the First Trustee. The term of office of all other persons elected as Trustee shall be one (1) year.

SECTION 3. NOMINATIONS FOR TRUSTEE

Candidates for the Board of Trustees shall be nominated by the Nominating Committee and may also be nominated from the floor by members entitled to vote at the annual meeting of the club. No member may be nominated without that member's consent. All nominations shall be by position.

SECTION 4. ELECTIONS

The Board of Trustees shall be elected at the annual meeting of the club by ballot. The Vice-Commodore, the Secretary, the Treasurer and the Second Trustee shall be elected by separate ballots.

If a candidate does not receive a majority vote on the first ballot, the balloting shall continue between the two candidates receiving the most votes on the prior ballot, and the candidate receiving the majority of votes shall be elected.

SECTION 5. COMMENCEMENT OF OFFICE

The Trustees elected at the annual meeting shall assume the duties of their offices immediately following the close of said meeting. However, a ceremonial installation of officers shall take place at the Commodore's Ball to be held between the date of the annual meeting and the first membership meeting of the next fiscal year.

SECTION 6. VACANCIES

Any vacancy occurring on the Board of Trustees, and any Trustee position to be filled by a reason of an increase in the number of Trustees, shall be filled by the affirmative vote of the majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the Trustee's predecessor in office.

a. DETERMINATION OF VACANCY. The Board of Trustees shall have the power to determine when a vacancy exists.

b. NONATTENDANCE. Any Trustee absent for three (3) meetings during a fiscal year without good excuse shall be considered as having resigned as a Trustee and that office shall thereupon be declared vacant. Whether the offered excuse is a good excuse must be determined by the Board of Trustees.

SECTION 7. COMPENSATION

No member of the Board of Trustees as such shall receive any stated salary or compensation for services in that capacity, but by resolution of the Board of Trustees, any Trustee may be paid for any expenses incurred for the benefit of the club. No Trustee is precluded from serving the club in any other capacity and receiving compensation therefore.

SECTION 8, INDEMNIFICATION.

The Eugene Yacht Club will indemnify its members of the Board of Trustees to the fullest extent allowed by Oregon law.

ARTICLE VIII. MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. REGULAR MEETINGS

The Board of Trustees shall meet monthly and shall provide by resolution, the time and place for the holding of those meetings, without notice other than the resolution.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called by the Commodore or any Trustee on twenty-four (24) hours notice given personally by telephone or seventy-two (72) hours notice given by mail. Those meetings shall be held at the place fixed by the Board of Trustees for the holding of meetings. Neither the business to be transacted, nor the purpose of, any special meeting of the Board of Trustees need be specified in the notice or waiver of notice of the meeting. Notices given by mail shall be sent, charges prepaid, to the address of each trustee appearing on the records of the club.

SECTION 3. PLACE OF MEETINGS

The meetings of the Board of Trustees may be held at any place within the state of Oregon that the Board of Trustees may from time to time by resolution appoint.

SECTION 4. WAIVER OF NOTICE

A Trustee may waive, in writing, notice of any meeting of the Board of Trustees either before or after the meeting, and a waiver shall be deemed the equivalent of giving notice. Attendance of a Trustee at a meeting shall constitute waiver of notice of that meeting unless the Trustee attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully convened.

SECTION 5. QUORUM

At meetings of the Board of Trustees, five (5) Trustees shall be necessary to constitute a quorum for the transaction of business. The Trustees present at a duly organized meeting may continue to transact business until adjournment, even though enough Trustees have withdrawn to leave less than a quorum present.

SECTION 6. MANNER OF ACTING

Unless otherwise specified in these Bylaws, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

SECTION 7. ADJOURNMENT

A meeting of the Board of Trustees may be adjourned from time to time. If less than a quorum is present, a majority of the Trustees present may so adjourn the meeting. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

SECTION 8. ACTION WITHOUT A MEETING

Any action required to be taken, or any action which may be taken, by the Board of Trustees, at a meeting may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all of the Trustees and filed with the Secretary of the club. This consent shall have the same effect as a unanimous vote at a duly called and noticed Trustees' meeting at which a quorum was present.

ARTICLE IX. DUTIES OF OFFICERS

SECTION 1. COMMODORE

The Commodore shall be the chief executive officer of the club and shall have general supervision of the affairs of the club. The Commodore shall enforce all of the provisions of the Bylaws of the club, the rules and regulations of the club and all resolutions of the Board of Trustees. The Commodore shall have supervision of all club property, shall employ, direct and discharge all club employees and this management shall be subject only to the Board of Trustees. The Commodore shall exercise all other powers delegated to the Commodore by the Bylaws. The Commodore shall preside at all meetings of members and of the Board of Trustees and discharge the duties of a presiding officer, shall present at each annual meeting of members a report of the affairs of the club for the then ending fiscal year, and shall perform whatever other duties the Board of Trustees may from time to time direct.

SECTION 2. VICE-COMMODORE

The Vice-Commodore shall, in the absence or disability of the Commodore, perform the duties and exercise the powers of the Commodore. The Vice-Commodore shall also perform whatever duties and have whatever powers the Board of Trustees may from time to time assign the Vice- Commodore. The Vice-Commodore shall serve as chairperson of the Finance Committee.

SECTION 3. SECRETARY

The Secretary shall attend all meetings of the Board of Trustees and of the members and shall keep a true and complete record of the proceedings of these meetings. The Secretary shall keep the corporate seal of the club and, when directed by the Board of Trustees, shall affix it to any instrument requiring it. The Secretary shall keep a correct roll of all members with addresses; shall attend to all correspondence of the club as directed by the Board of Trustees or the Commodore; shall maintain a permanent file of all papers pertaining to the operation of the club during the Secretary's term of office and for past years; shall notify all applicants for membership of acceptance or rejection; shall keep a record book containing a complete list of the name, ownership, dimensions, power, and other data on all yachts belonging to club members; shall maintain an official copy of the Bylaws, Moorage Rules and Grounds Rules corrected to date; shall give notice of all meetings of the Board of Trustees or of the members and shall keep an ongoing list of policy decisions, rule changes, etc., and cause these to be

published in the Club Handbook and shall perform such additional duties as the Board of Trustees and the Commodore shall direct.

SECTION 4. TREASURER

The Treasurer shall be responsible for the safekeeping, custody and control of club funds and securities. The Treasurer or his designee shall:

- a. Keep full and accurate accounts of receipts and disbursements.
- b. Deposit all club monies and other valuable effects in the name and to the credit of the club in a depository or depositories designated by the Board of Trustees.
- c. Disburse the funds of the club and shall render to the Commodore or the Board of Trustees, whenever they require it, an audited account of transactions and of the financial condition of the club.
- d. Render a billing to each member for dues, fees and other financial obligations of the Club as incurred and shall make every effort to collect the same and keep the accounts therefore current. The Treasurer shall make and submit to the membership an annual financial report at the next membership meeting after the end of the Fiscal Year and cause the same to be published in the next club bulletin following that meeting. The Treasurer and such other persons as the Board of Trustees may designate, shall, at the discretion of the Board, furnish a satisfactory fidelity bond.

SECTION 5. REAR COMMODORE, FIRST TRUSTEE AND SECOND TRUSTEE

The Rear Commodore, First Trustee and Second Trustee shall assist the officers in the execution of their offices whenever possible and shall perform such additional duties as the Board of Trustees and the Commodore shall direct.

SECTION 6. OFFICERS AND FLAG OFFICERS

The Commodore, the Vice-Commodore, the Rear Commodore, the Secretary and the Treasurer are the officers of this club. The flag officers of this club shall rank as follows: Commodore, Vice-Commodore, Rear Commodore, and Secretary. Each officer may fly the flag of office from the boat of that officer.

SECTION 7. DELEGATION OF DUTIES

Whenever an officer is absent or whenever for any reason the Board of Trustees may deem it desirable, the Board of Trustees may delegate

the powers and duties of an officer to any other officer or officers, or to any Trustee or Trustees. Any duties or powers specified for any of the officers may be delegated by the Board of Trustees, in resolutions specifying the extent of the delegation, to any employees of the club.

SECTION 8. REMOVAL FROM OFFICE

Any member may present to the Board of Trustees, either at a regular or special meeting of the Board, or through one of the Board members, written charges of the failure of any officer to properly carry out the duties of office. After the officer has been given notice of such charges, the Board of Trustees shall hold a meeting for the purpose of taking testimony. Following the hearing, the Board of Trustees may remove the officer from office if it is found that the officer failed to properly discharge the duties of the office as set forth in the charges. The meeting shall be closed to persons other than Board members and such persons from whom they may desire testimony.

ARTICLE X. COMMITTEES

SECTION 1. STANDING COMMITTEES

The Standing Committee of the club shall consist of the following committees: a. Port Captain; b. Port Commission; c. Membership Committee; d. Finance Committee; e. Race Committee; f. Handbook Committee; g. Executive Committee; h. Nominating Committee; i. Trailer Advisory Committee (as a trailer is defined in Ground Rule C. 12.)

SECTION 2. APPOINTMENT OF COMMITTEES

Except as otherwise provided in these Bylaws, all committees of the club shall be appointed by the Commodore subject to the approval of the Board of Trustees. The terms of office of all committees shall be for a period of one year unless otherwise provided in these Bylaws or unless sooner terminated by the Commodore.

SECTION 3. PORT CAPTAIN

The Port Captain shall be a committee of one (1) who shall have general supervision of the club grounds and over all moorage. It shall be the duty of the Port Captain to exercise general control and care of the clubhouse, furniture, fixtures, lawns, parking space and generally over the real property and improvements of the club. The Port Captain shall list and direct the placing of all boats, boat trailers, travel trailers and all property permitted on the grounds and shall enforce all regulations prescribed by the Board of Trustees and of the Bylaws. The

Port Captain shall promptly report all entries and withdrawals from moorage and shall ascertain the amount due from moorage rentals and report the same to the Treasurer.

SECTION 4. PORT COMMISSION

The Port Commission shall consist of five (5) members, two (2) of whom shall be past Commodores of the club.

a. TERM. The Vice-Commodore shall appoint, subject to the approval of the Board of Trustees, by August 1 of each year, the members of the Port Commission. The term of the members shall be from August 1 of each year through July 31 of the following year. However, in order to maintain continuity of planning within the Port Commission, appointments may be for longer than one (1) year.

b. DUTIES. The Port Commission shall plan and supervise all new construction, alterations, and repairs to the club property and facilities, and plan workparties, all subject to the supervision of the Board of Trustees.

SECTION 5. MEMBERSHIP COMMITTEE

The Membership Committee shall consist of seven (7) actively participating members of considerable tenure of the club, two (2) of whom shall be past Commodores. In order to maintain continuity, members may be appointed for terms of more than one (1) year. The Membership Committee shall process membership applications and make factual determinations regarding applicants as required by Article III of these Bylaws.

SECTION 6. FINANCE COMMITTEE

The Finance Committee shall consist of the Vice-Commodore as Chair, the Treasurer, Rear Commodore, Club Manager and two members at large selected from the members of the club by the Vice-Commodore. The Finance Committee shall prepare, and the Chairperson shall present to the Board of Trustees and then to the membership of the club at each annual meeting of the club, a detailed budget for the next fiscal year of the club and a long-range financial planning report.

SECTION 7. RACE COMMITTEE

The Race Committee shall consist of such number of members as the Board of Trustees shall determine.

a. TERM OF OFFICE. In order to provide continuity and overlapping from one racing season to the next, the Vice Commodore shall appoint, subject to the approval of the Board of Trustees, by August 1 of each year, the members of the Race Committee. The term

of office for the Race Committee appointed will be from August 1 through October 31 of the following year. Upon appointment, the Race Committee shall immediately commence preparation for the next racing season.

b. DUTIES. The Race Committee shall make all arrangements for all races held under the auspices of the club. The Committee shall have full charge of matters pertaining to the awarding of prizes and shall notify all members of winning yachts. The committee shall also have all the powers assigned to the Race Committee under the rules of such yachting association as the Board of Trustees may select.

SECTION 8. HANDBOOK COMMITTEE

The Handbook Committee shall consist of such number of members as the Board of Trustees shall determine. The committee shall annually publish and distribute to members by Opening Day an updated and revised Handbook. The club Handbook shall include the names of all members, pertinent information regarding members, boats, and membership status. It shall also include an up-to-date set of Bylaws, moorage rules, grounds rules, a schedule of all current fees, dues, rents, assessments and other charges, a list of all committees and committee members, and such other information as the Board of Trustees may determine.

SECTION 9. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Commodore, Vice Commodore, and Treasurer. The Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the management of the club between meetings of the Board of Trustees except to the extent such delegation of authority is prohibited by law. Any action taken by the Executive Committee shall be only upon the unanimous consent of the members. Any action taken by the Executive Committee shall be reported to the Board of Trustees at its next monthly meeting.

SECTION 10. NOMINATING COMMITTEE

Not less than thirty (30) days before the date of the next annual meeting of the club, the Commodore shall appoint a Nominating Committee of three (3) active members who are not members of the Board of Trustees, whose duty shall be to nominate candidates for the positions on the Board of Trustees to be filled at the next annual meeting. The Nominating Committee shall notify the Secretary in writing at least fifteen (15) days before the date of the annual meeting of the names of the candidates. The Secretary shall then cause these nominations to be

published in the notice to the membership of the annual meeting and the nominations shall be read at the annual meeting by the Secretary or a member of the Nominating Committee.

SECTION 11. TRAILER ADVISORY COMMITTEE

The trailer advisory committee shall consist of five (5) members, all having permanent trailer moorage. At least one member shall be a past commodore. Members will be appointed to five (5) year terms. One member shall retire at the end of each year. The four (4) remaining members will be retained. The committee shall nominate a new member to fill the vacancy, subject to the approval of the Board of Trustees. The commodore, vice commodore and port captain shall be ex-officio members.

SECTION 12. COMMITTEE QUORUMS

Except as otherwise provided in these Bylaws, a majority of any committee of the club shall constitute a quorum for the transaction of business and the act of the majority of the members present shall be the act of the Committee unless a committee by majority vote of its entire membership decides otherwise. However, all members of the Executive Committee must be present to constitute a quorum of the Executive Committee.

SECTION 13. COMMITTEE PROCEDURE

All committees of the club shall be subject to the supervision of the Commodore and shall, at the request of the Commodore, make reports to the Board of Trustees or to the club. No committee may make commitments for the expenditures of funds without first submitting a budget and obtaining approval for expenditure from the Board of Trustees. Each committee shall appoint a Secretary who shall keep a record of all committee proceedings. The committee Secretary shall promptly furnish the Commodore and the Secretary of the club a copy of that record.

SECTION 14. SPECIAL COMMITTEES AND VACANCIES

The Commodore may, at any time, appoint any other committees with such duties and powers as the Commodore may deem desirable and may fill any vacancy which occurs in the membership of any committee.

SECTION 15. ASSISTANTS TO COMMITTEES

All chairpersons of committees appointed may select additional assistants as deemed necessary in the discharge of their duties, but subject to the approval of the Commodore.

SECTION 16. EX OFFICIO MEMBERS OF COMMITTEES

The Commodore and the Vice-Commodore shall be ex officio members of all committees except the Nominating Committee unless an officer is a regular member of that committee.

ARTICLE XI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. EXECUTION OF WRITTEN INSTRUMENTS

Contracts or other instruments which the Board of Trustees has authorized to be executed which may be required by law, may be signed by the Commodore or the Vice-Commodore and may be attested by the Secretary. The Board of Trustees may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the club, other than specified in this Section 1, and such authority may be general or confined to specific instances.

SECTION 2. LOANS

No loans shall be contracted on behalf of the club and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Trustees. The authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the club, shall be signed by such officer or agent of the club, and in such manner as shall from time to time be authorized by the Board of Trustees.

SECTION 4. DEPOSITS

All funds of the club not otherwise employed shall be deposited from time to time to the credit of the club in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE XII. MISCELLANEOUS

SECTION 1. CONTRACTS OF TRUSTEES

No Trustee shall be precluded, by reason of acting as a Trustee or officer, from having an interest, direct or indirect, in any contract relating to the operations conducted by the club, provided the contract is authorized or approved by a disinterested majority of a quorum present at any meeting of the Board of Trustees where the interested Trustee

shall not be counted for the purpose of determining the existence of a quorum.

SECTION 2. NOTICE

Except as otherwise provided in these Bylaws, whenever notice is required to be given to any Trustee, officer, or member, whether required by law or by the provisions of these Bylaws, it shall not be construed to mean personal notice; the notice may be given in writing by depositing the same in a post office or letter box, in a postpaid, sealed wrapper, addressed to the person at the person's address as the same appears on the books of the club, and the time when the same shall be mailed shall be deemed to be the time of the giving of the notice.

SECTION 3. BALLOTS

Whenever the word "ballot" is used in these Bylaws, it means a secret, written vote.

SECTION 4. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Trustee of the club under the provisions of these Bylaws or under the provisions of the restated Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of notice.

SECTION 5. ORDER OF BUSINESS

The order of business at meetings of the Board of Trustees and meetings of members shall be as determined by the Board of Trustees from time to time. For the purpose of determining matters of parliamentary procedure, the rules of Roberts Rules of Order, latest revised edition, shall be followed unless otherwise provided in these Bylaws.

SECTION 6. FISCAL YEAR

The fiscal year of the club shall be from November 1 of each year through October 31 of the following year.

SECTION 7. BURGEE

The official club burgee shall be triangular in shape, using a red field at the base half and a blue field at the tip half. There shall be a field of white near the center which will be in the shape of a forty-five degree

tilted square with a super-imposed red "E" in the center of the white field.

SECTION 8. SEAL

The Board of Trustees may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the club and the state of incorporation and the words "corporate seal."

SECTION 9. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any annual meeting of the club, or at a special meeting of the club called for that purpose, by a two-thirds (2/3) majority ballot of the members present and entitled to vote, provided that written notice of the proposed changes has been given to the membership ten (10) days before the date of the meeting.

SECTION 10. EFFECT ON CONSTITUTION AND BYLAWS

These Bylaws completely supersede any prior Bylaws and the prior Constitution of the club both of which are hereby repealed.

SECTION 11. CAPTIONS

The Table of Contents and the Article and Section captions are inserted only for convenience, and are not a part of these Bylaws nor a limitation of the scope of the particular Article or Section to which each refers.