

**BY-LAWS  
OF  
COLORADO SAIL & YACHT CLUB**

**ARTICLE I  
PRINCIPAL OFFICE**

Section 1 Principal Office. The principal office of the Corporation (hereinafter referred to as the Club) shall be determined by the Board of Directors.

Section 2 Objectives. The objectives of the Club shall be as follows:

To interest people in and to promote boating, and to do those things necessary to facilitate a fellowship of boating enthusiasts.

**ARTICLE II  
MEMBERSHIP**

Section 1 Membership Classifications. The Club shall have two (2) classifications of membership, Active and Auxiliary.

Section 2 Active Members. Members shall be those persons owning a boat or interested in boating and its related activities that have paid their dues and joined the Club. A membership shall include the member, spouse, and all dependent children under the age of 25.

Section 3 Inactive Members. A member shall be listed inactive if dues are not paid in full within 30 days of the expiration date. All rights and privileges of inactive members shall be suspended.

Section 4 Auxiliary Members. The Board of Directors may, from time to time, create such types of membership as they feel enhance the Club image or facilitate the operation or business of the Club. Such memberships may have privileges and rights as designated by the Board EXCEPT that such memberships shall not have voting rights.

Section 5 Dues. The Board of Directors shall determine dues for all classifications of Members.

Section 6 Suspension, Termination, and Exclusion. A membership may be suspended or terminated, and a member expelled from the Club, for sufficient cause, by a two-thirds vote of the Board. Sufficient cause shall be defined as an action reflecting poorly upon the Club, bringing it into disrepute, or grossly breaching good citizenship in the Club or sportsmanship in sailing. The Board shall give such a member fifteen days prior written notice of the pending suspension, termination, or expulsion, and an opportunity to be heard five or more days prior to its effective date. Additionally, all allegations of Gross Misconduct as defined by the ISAF Racing Rules of Sailing (RRS) shall be resolved in accordance with the provisions of the RRS.

## **ARTICLE III GOVERNMENT**

Section 1 Governing Body. The business and affairs of the Club shall be managed and governed by the Board of Directors (hereinafter referred to as the "Board") which may exercise and perform all lawful acts on behalf of the Club.

Section 2 Board of Directors. The Board shall consist of eight (8) Directors. The membership shall, at an annual or special meeting, elect members to the Board. The members of the Board must be Active Members of the Club to be nominated or to serve.

Section 3 Club Officers. The Board of Directors shall elect the Officers of the Club. The Officers shall consist of the Commodore, Vice-Commodore, Treasurer, Secretary, Membership Chairperson, Social Chairperson, Race Chairperson, and Safety Chairperson. The Commodore and Vice-Commodore shall be members of the Board. The Immediate Past Commodore shall be an Officer of the Club by virtue of being the previous Commodore. Club Officers must be Active Members of the Club to be appointed or to serve. A simple majority of the Board members may remove an Officer. The powers and duties of each Officer shall be as follows:

- a) Commodore. The Commodore shall preside at all Membership and Board of Directors meetings and shall act as chair of the Board. The Commodore shall exercise general supervision of the activities of the Club and its Officers, and shall see that orders and resolutions of the Board are carried into effect. The Commodore shall perform all other duties incident to the office of Commodore.
- b) Vice Commodore. In the event of the temporary absence or incapacity of the Commodore, the Vice Commodore shall perform the duties and exercise the powers of the Commodore. The Vice Commodore shall generally assist the Commodore and shall perform such other duties and assume such responsibilities as may from time to time be prescribed by the Commodore or the Board.
- c) Secretary. The Secretary shall have the responsibility for the preparation and maintenance of Minutes of the Board and Members' meetings and other records and information required to be kept by the Club and for authenticating records of the Club. The Secretary shall perform all duties usually incident to the office of the Secretary, those duties specified in these by-laws, and other duties as may from time to time be delegated by the Board of Directors.
- d) Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of the Club and shall deposit the same or cause the same to be deposited, in the name of the Club, in the bank or banks, trust company or trust companies that the Board of Directors may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Club and whenever required by the Board of Directors, shall render or cause to be rendered financial statements of the Club.

- e) Racing Chairperson. The Racing Chairperson shall oversee all racing activities and maintenance of the associated equipment.
- f) Safety Chairperson. The Safety Chairperson shall provide safety recommendations for all club activities. In addition the Safety Chairperson shall develop and maintain safety guidelines as well as make recommendations to the Commodore and Race Chairperson relating to safety for all on-the-water events.
- g) Social Chairperson. The Social Chairperson shall oversee all social activities, schedule the activities, ensure they are posted on the Club Calendar, and maintain an inventory of materials used for these events.
- h) Membership Chairperson. The Membership Chairperson shall oversee all recruitment activities as well as membership functions and records.
- i) Immediate Past Commodore The Immediate Past Commodore shall serve as Chair of the Advisory Board as per Section 6.

Section 4 Appointed Officers. The Board shall have the power to appoint other positions, as it deems necessary to conduct the business and activities of the Club.

Section 5 Committees. The Commodore and/or the Board shall appoint committees as advisable. The members of each such committee must be members of the Club.

Section 6 Commodores Advisory Board. All past Commodores shall constitute the Commodores Advisory Board (hereinafter referred to as the “Advisory Board”). This Advisory Board shall make recommendations to the Board upon matters as may be referred to them for consideration by the Board, by the annual meeting of the Club, or on its own initiative. The Immediate Past Commodore shall serve as Chair of the Advisory Board.

Section 7 Policies. The Board shall have the power to adopt and amend policies further prescribing the governance of the Club.

## **ARTICLE IV MEETINGS**

### Section 1. Membership Meetings.

- a) An Annual Meeting of the Members of the Club shall be held at a time and place within the State of Colorado designated by the Board.
- b) Special Meetings of the Members for any purpose may be called by the Commodore, the Board or by petition of twenty percent (20%) or more of the Active Members.

Section 2 Board of Directors’ Meetings. The Board shall hold regular meetings no less than quarterly at a time and place as designated by the Board.

Section 3 Notices of Annual and Special Meetings. Written notices of the date, time and place of the Annual Meeting of the Members or a Special Meeting of the Members of the Club shall be announced at least thirty (30) days in advance of such meeting.

Section 4 Rules. The rules contained in Robert's Rules of Order, Revised, shall govern the conduct of meetings of the Club, the Board, and committees in all cases to which they are applicable and in which they are not inconsistent with the by-laws.

Section 5 Quorum.

- a) One third (1/3) or more Active Members present at a duly called Special meeting of the Club shall constitute a quorum.
- b) A majority of the duly elected Board members shall constitute a quorum at any Board meeting.
- c) At the discretion of the Commodore, when club issues require a decision before the next scheduled board meeting, the board may be polled and vote by email. Such an electronic vote shall be the same as a vote at a normally scheduled board meeting provided that a majority of the board votes within 24 hours of the email.

Section 6 Voting. Each Board Member and Club Officer shall have one (1) vote at Board meetings, except for the election of Board Member replacements and Club Officers. Each Active Membership shall have one (1) vote at general club meetings.

## **ARTICLE V ELECTIONS AND VACANCIES**

Section 1 Election and Terms of Board Members. Each Board Member shall be elected annually. Newly elected Board members shall be installed in office during the Annual Meeting of Members.

Section 2 Vacancy on the Board of Directors. Any vacancy occurring within the Board, except for the Commodore, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and shall hold such office until a successor is duly elected and qualified.

Section 3 Officer Vacancy. In the event the Commodore resigns, is unable to serve, or is removed from office, the Vice-Commodore shall become Commodore. In the event any other Officer resigns, is unable to serve, or is removed from office, the Board shall elect a successor. The Board shall be the sole judge of the ability of any Officer to continue to serve the Club.

Section 4 Removal from Office. The Board may remove from office any Director or Officer by an affirmative vote of at least three-quarters (3/4) of the remaining members of the Board. The Board Member or Officer proposed for removal shall not be entitled to

vote on the question of his or her removal.

Section 5 Attendance. Any Board Member or Officer who misses three consecutive scheduled meetings without explanation shall be considered as having resigned and will be replaced as per Section 3 of this Article.

## **ARTICLE VI DISTRIBUTION OF ASSETS ON DISSOLUTION**

### Section 1 Distribution of Assets.

- a) All liabilities and obligations of the Club shall be paid, satisfied and discharged prior to dissolution.
- b) The balance of assets shall be distributed to a charitable non-profit organization as determined by the then current Board

## **ARTICLE VII AMENDMENTS OF BY-LAWS**

Section 1 Amendments. Amendments to, or a repealing of, these by-laws shall be done at a Special or annual Membership meeting. The Board may however, at its discretion, amend the existing by-laws by a vote of 2/3 of Board members when it believes such changes are necessary before the next Membership meeting. Such changes shall take effect immediately and be in full force until approved or rejected at the next members meeting as described in Article VIII.

## **ARTICLE VIII EFFECTIVE DATE**

These by-laws and amendments shall be effective as of the date of adoption thereof by the Board of Directors of the Club and after approval by the membership as provided above. (August 1, 2016)

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