

# Semiahmoo Yacht Club Incorporated

## Bylaws

### **ARTICLE I:**

#### **Section I:**

The corporate name of this Club is Semiahmoo Yacht Club.

### **ARTICLE II: Objectives**

#### **Section I:**

The objectives of this organization are to:

promote the safe and orderly participation of members of the public in boating activities; acquire and operate on a non-profit basis real and personal property of all kinds to support boating activities for the benefit of the members; to provide a clubhouse and other amenities for the members and to equip, furnish and maintain the same; further the education and recreation of youth in boating activities; and promote on-water activities and social activities for members.

### **ARTICLE III: Members**

#### **Section I:**

Any person who otherwise qualifies in accord with Section 2 of the Article and who is of good moral character and 21 years of age or older shall be eligible for membership in the Club.

#### **Section 2:**

(a) A regular membership shall consist of a person or family with an interest in any pleasure boat which in the opinion of the Executive Board, is acceptable to the Club and worthy of flying the Club burgee. In addition, previous members in good standing but who no longer have an interest or ownership of a boat, may remain a regular member and enjoy the privileges of regular membership. Each regular member shall have only one vote at general or special meetings. Family members of a person holding a regular membership shall be entitled to full rights and privileges of the Club and may hold executive office separately in the Club and vote separately at Executive meetings.

(b) Active members may be made life members upon such terms and conditions as the General Membership at the annual meeting may from time to time designate upon application to the Executive Board and approval of the membership committee and who has been in good standing for a consecutive period of 25 years or longer or any founding member of the Club who remains in good standing for 10 consecutive years. Life members are entitled to all the rights and privileges of the Club and shall be forever exempt from payment of dues and assessments.

(c) Honorary members are selected by the Executive Board. They do not pay annual dues. They pay for events at the regular member rate. Their status is reviewed annually by the Board.

### **ARTICLE IV: Application for membership**

#### **Section 1:**

Applicants for membership must be proposed in writing on a form approved by the Executive Board and provided by the Secretary. Each application shall bear the signature of two voting members in good standing.

#### **Section 2:**

Upon receipt of an application for membership the Club Secretary shall refer such application to the Chairman of the Membership Committee which committee shall pass upon the applicant and refer their decisions to the Executive Board. The two-thirds majority vote of the Executive Board shall be necessary for the acceptance of an applicant. If the application is not accepted, further application may only be made in accord with Article V.

#### **Section 3:**

Initiation fees for membership shall accompany the application. Fees shall be payable annually in advance. There shall be no prorating of dues on a monthly basis during the first nine (9) months of the calendar year. Members joining on or after October 1st of the calendar year shall have their dues prorated to a flat 25% of the annual membership fee in effect at the date of joining. The initiation fee for membership shall be based upon a recommendation by the Board to the annual meeting. Current yearly dues shall be amended only upon the recommendation by the Executive Board as accepted by the General Membership at the annual meeting.

**Section 4:**

Any member who shall fail to pay his/her dues and indebtedness to the Club within 30 days shall be notified. If after 60 days from receiving written notice the same dues remain due and payable, the member shall stand suspended and be notified that he/she can no longer use the Club facilities until the dues and indebtedness are paid. If the member shall remain delinquent for an additional 30 days after receiving notice of suspension he/she may be expelled from the membership by the Executive Board and the Secretary shall notify him/her accordingly.

**Section 5:**

The same procedures as in the preceding section shall be followed for any indebtedness to the Club by any member and it shall be mandatory that the Executive Board institute proceedings for the collection of any debt owed by the member and remaining unpaid for a period of 60 days unless in the opinion of the Executive Board extraordinary circumstances exist, in which case the Executive Board shall be required to report the matter before the general membership of the Club at the next club meeting.

**ARTICLE V:**

**Section 1:**

(a) A member wishing to withdraw from the Club shall give notice in writing to the Secretary and may withdraw from the Club on payment of any arrears of fees, assessments or any rents, if any.

(b) Any member who resigns, withdraws or is expelled from the Club shall forfeit all rights or claims in or to the Club property or funds. No person who has resigned or withdrawn and who has not been reinstated shall be entitled to admission to the Club or its facilities. However, such person is not restricted from reapplying, in accordance with this Article and Article IV herein, for membership at some future date.

(c) Members may be censured, suspended or expelled for violation of these bylaws or for conduct unbecoming of a member or actions injurious or prejudicial to the welfare of the Club; provided that in cases other than the failure to pay Club accounts such penalty shall be enforced only after trial and conviction at a regular or special meeting by majority vote of the Executive Board, the member first having fourteen days (14) notice in writing of the charges against him/her. The member shall have the right to make such defense as he/she may have to the charges presented. A convicted member may appeal to the Club from a decision of the Executive Board at the first regular or special meeting called for this purpose following the trial by the Executive Board at which time a two-thirds (2/3) vote of the members present and voting shall be necessary to sustain such an appeal and restore such member to good standing in the club.

**Section 2:**

Any member expelled by the Executive Board shall not be eligible for reinstatement but may make application for membership in the regular manner as herein provided; provided however such application cannot be made prior to one year after the member has been expelled.

**Section 3:**

Any person whose application for membership or membership reinstatement has not been approved may make another application after one year has elapsed in the regular manner as provided herein.

**Section 4:**

A member who has resigned, withdrawn or who has been suspended or expelled may be readmitted to membership by the Executive Board providing the provisions of this Article are complied with. In readmitting such member the Executive Board may impose such terms as to payment of fees and rent as the Executive Board in its discretion deems proper.

**ARTICLE VI: Membership Meeting**

**Section 1:**

The Annual General Meeting of the Club shall be held in the first quarter of each year. A notice of the time and place of the said meeting shall be mailed by the Secretary to each member at least fourteen (14) days prior thereto together with the agenda for such meeting. Notice of the meeting shall be sufficient if the said notice is sent electronically or by regular mail to all members at their last known addresses as given by the member to the Secretary of the Club.

**Section 2:**

A General Meeting for the Nomination of Officers shall be held during the last four calendar months of every year.

If the Slate of Officers proposed by the nominating committee is unopposed and there are no nominations from the floor, the Commodore will call for a vote to accept the slate by show of hands.

If there are nominations from the floor a General Meeting for the Election of Officers shall be held in the fourth quarter of that year.

**Section 3:**

A quorum for any General or Special Meeting shall consist of the general voting members present including returned proxies.

**Section 4:**

One Executive Board Meeting will be held each month. Any active member may attend, speak, and make presentations to the Executive Board at the discretion of the Commodore.

**Section 5:**

The order of business for these meetings shall be as follows:

- (1) A reading of the minutes of the previous meeting
- (2) The report of the Secretary and Treasurer
- (3) The report of the Officers
- (4) The report of the Committees
- (5) Old business
- (6) New business
- (7) Adjournment

**Section 6:**

Any five full members, the Commodore, or three members of the Executive Board may call for a special meeting in order to discuss a matter of urgency. Such a meeting shall be called by the Secretary not less than one week and not more than two weeks from the receipt of such request. The notice of this meeting shall state in writing the nature of the urgent matter for discussion. This shall be the only business at such a meeting. A quorum for this meeting shall be construed as the general voting members present including returned proxies. Notice for the said meeting shall be given no less than fourteen (14) days prior to the date of the said meeting by mail to the last known address of each member of the Club.

**Section 7:**

All mailings to the membership will be sent, at the Secretary's discretion, by regular mail or electronically.

**ARTICLE VII:****Section I:**

The elective officers of this Club shall consist of a President, who shall be called Commodore; a Vice-President, who shall be called Vice-Commodore; a Second Vice-President, who shall be called Rear Commodore; a Secretary; a Treasurer; a Port Captain; a Fleet Captain, a Measurer; a Judge Advocate; and a Communications Officer.

**Section 2:**

The Executive Board shall include the immediate Past Commodore in addition to those elected officers as stated in Section I and the term of office for each officer shall be for a period of one year.

**Section 3:**

Should there be no immediate Past Commodore, the Commodore will appoint someone to fill the position.

**Section 4:**

An officer of the Club may not receive personal gain or profit from service to the Club.

**Section 5:**

No member may simultaneously serve on the Executive Board of the Semiahmoo Yacht Club and on a decision-making body of another organization if, in the opinion of the non-affected SYC Executive Board officers, the member's relationship with the other organization poses a potential conflict of interest to the individual or to the SYC when carrying out his/her duties as a SYC officer.

**ARTICLE VIII:****Section 1:**

A Nominating Committee of three members shall be appointed by the Commodore at the General Annual meeting. The nominating committee shall nominate at least one member for each office to be filled and a report of this committee shall be made at the General meeting for the nomination of officers. At this time, the Commodore shall call for nominations from the floor.

**Section 2:**

If there are nominations from the floor at the General Meeting for Nomination of Officers, A General Meeting for Election of Officers will be held during the fourth quarter. The secretary will then cause to be prepared a ballot containing the names of the nominees for the various offices. The ballot will be mailed electronically and/or mailed to members in good standing at least (21) days prior to, and returned to the Judge Advocate at least (7) days prior to, the General Meeting for Election of Officers. The ballot will also be distributed to members attending the General Meeting for Election of Officers, to be completed and returned by secret ballot at the meeting in accordance with Roberts Rule of Order.

**Section 3:**

At the General Meeting for Election of Officers, regular members who are present and in good standing shall be entitled to cast a ballot. Proxy votes will be accepted provided however, that the proxy reach the Secretary of the Club prior to or at the General Meeting for the Election of Officers. The ballots shall be taken and counted by a committee of three persons appointed from the membership by the Commodore.

**Section 4:**

The officers of the Club so elected shall take office January 1 of the year following their election and hold office for one year or until their successors shall be elected and qualify.

**Section 5:**

Whenever a vacancy shall occur in any elective office by reason of resignation or any other cause, such vacancy shall be filled upon the appointment of the Commodore, subject to confirmation by affirmative vote of the Executive Board and the person so selected shall serve the unexpired term of their predecessor. The affirmative vote of at least 2/3rds of the remaining active officers of the executive shall be necessary to elect any member to fill a vacancy. In the event of a vacancy occurring in the office of the Commodore or Vice-Commodore, those offices shall be filled by the Vice-Commodore or Rear Commodore, respectively.

**Section 6:**

Any of the officers of the Club may be removed from office by a two-thirds (2/3) majority vote, including proxies, of all members at a special or general meeting. The officer proposed to be removed shall be informed of the reasons therefore fourteen (14) days prior to the meeting.

**ARTICLE IX:**

**Section 1:**

**Commodore:**

The Commodore shall command the Club and enforce the bylaws, rules and regulations of the Club and preside at all meetings of the Club and of the Executive Board. The Commodore shall not have the right to cast a vote at meetings of the Executive Board or at the meetings of the Club unless there be a tie in any vote cast in which event the Commodore shall be entitled to cast a vote in order to break the tie. The signing of all instruments in writing or other legal documents shall be by the Commodore and the Treasurer or the Secretary who shall affix the corporate seal when necessary. The Commodore shall exercise general supervision over all the affairs of the Club and shall have such other powers and perform such other duties as may be required by the bylaws or which may be authorized by the Executive Board. The Commodore shall be an ex-officio member of all committees.

**Section 2:**

**Vice-Commodore:**

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his/her duties as requested by the Commodore or in the absences or inability of the Commodore to act, the Vice-Commodore shall perform the duties. In addition, the Vice-Commodore shall chair the Membership Committee, and shall exercise direct supervision over all matters pertaining to Nauti-Gear, new membership applications, proper investigation of same, the orientation of new members, and all other member requests for transfer, removal or change of status and shall report to the Commodore. The Vice-Commodore shall appoint an Historian. The Historian shall have charge of the charts, books and publications of the club and maintain at the Clubhouse or other approved facility a scrapbook or album reflecting the activities of the Club, including photographs, and other memorabilia deemed appropriate for the historical records of the Club.

**Section 3:**

**Rear Commodore:**

It shall be the duty of the Rear Commodore to assist the Commodore and Vice-Commodore in the discharge of their duties and in their absence to officiate in their stead. In the event of a vacancy occurring in the office of Vice-Commodore, the Rear Commodore shall succeed to the office. The Rear Commodore shall be Chairman of the following committees: House Committee, Entertainment, including Nauti-Fridays, Trophy & Awards and Galley Committee.

**Section 4:**

**Secretary:**

It shall be the duty of the Secretary to keep a record of all the proceedings of the Club and of the Executive Board, to keep a roll of members and a list of the name, ownership, dimensions and rig of each yacht enrolled in the Club; to keep a file of documents, record communications and other matters connected with Club business and perform such other duties usually incumbent upon such official or essential to the proper conduct of the Club or the Executive Board. The Secretary, with the approval of the Executive Board, may appoint an Assistant Secretary who shall be, subject to the orders of the Board, the Commodore and Secretary. The compensation, if any, of such Assistant Secretary shall be fixed by the Executive Board. The Secretary shall have the corporate seal of the Club in his/her custody and shall be empowered to affix the said seal whenever necessary in the business of the said Club or in the exercise of his/her duties. The Secretary shall be the liaison to the Communications Officer and other committees as needed.

**Section 5:**

**Treasurer:**

The Treasurer shall be custodian of all funds of the Club, shall give, upon request, a receipt for monies paid to the Club and shall deposit Club money in the Bank or Banks approved by the Executive Committee in the name of the Semiahmoo Yacht Club. Disbursements shall be made by the Treasurer upon authority of the Executive Board, by checks signed by the Treasurer or the Commodore. If required to meet US banking residency requirements, a current or recent Board member may also be appointed as a check signer under the direction of the Treasurer. The Treasurer shall keep suitable books of accounts and shall make reports to the Executive Board and to the meetings of the membership of the financial condition of the Club and shall perform such other duties that are usually incumbent upon the officer as it may be authorized by the Executive Board. The Treasurer shall furnish a suitable bond in any amount to be determined by the Executive Board, if so required by the Executive Board at the Executive Board's option, for the faithful performance of his/her duties, the premium thereof to be paid by the Club. The Treasurer shall chair the Budget Committee.

**Section 6:**

**Fleet Captain:**

The Fleet Captain shall coordinate with the Executive Board to chair the Cruise and Regatta Committees. She/he sets the annual cruise schedule, makes arrangements with marinas for the Club and recruits cruise captains.

**Section 7:**

**Port Captain:**

The Port Captain shall be the liaison with the Harbor Master and other Yacht Clubs and shall be responsible for the reception of visiting yachtsmen from other yacht clubs. The Port Captain shall, in addition to other duties, maintain a list of all berths occupied by yacht club members. The Port Captain will appoint a Reciprocal Chairman and Dock Captains for Semiahmoo and Blaine Harbor Marinas.

**Section 8:**

**Measurer:**

The Measurer shall measure all yachts taking part in Club Regattas and make a report to the Chairman of the Regatta Committee. The Measurer shall keep a full and complete list of all yachts enrolled in the Club squadron book provided for that purpose, the same to be the permanent property of the Club and to remain in the Clubhouse. The Measurer may appoint an assistant to aid him/her in his/her duties.

**Section 9:**

**Judge Advocate:**

It shall be the duty of the Judge Advocate to act as advisor and parliamentarian to the Executive Board and other officers of the Club, upon all Club matters that may be referred to him/her, including bylaw revision and enforcement. In addition, all matters or

complaints of disciplinary nature shall be referred to him/her for prosecuting in accord with these bylaws. The Judge Advocate shall forward to the House Committee all complaints by members and the rulings of the House Committee shall be forwarded to the Executive Board for ratification or rejection.

**Section 10:**

**Communications Officer:**

Works closely with SYC Board of Directors and Committee Chairs to ensure that the Club's communications are clear, concise, professionally produced and distributed in a timely manner. Maintains effective working relationship with Communications Team, which includes: Newsletter Editor, Annual Committee Chair, Public Relations Chair, Webmaster, Reciprocal Chair and Club photographers.

**Section 11:**

**Immediate Past Commodore:**

The immediate Past Commodore continues to serve on the Executive Board for the year following his/her service as Commodore. The Past Commodore serves as an advisor to the sitting Commodore and takes on special projects to support the work of the Club.

**ARTICLE X - Executive Board:**

**Section 1:**

The Executive Board shall meet at least once a month and at such other times the Commodore may direct or upon the request in writing to the Commodore by any other two members of the Executive Board. Each member of the Executive Board shall receive notice of meetings at least three days prior to the meeting date. In the event any member of the Executive Board shall be absent without good and sufficient cause, for three consecutive meetings, the Executive Board may, in its discretion, declare the office vacant.

**Section 2:**

The Executive Board shall constitute the governing body of the Club and shall have the power to carry out and fulfill the objectives and purposes prescribed in the Articles of Incorporation and to implement all the legal powers conferred by the said articles and bylaws upon the Club.

**Section 3:**

The Executive Board shall be the legal custodians of the property of the Club and shall have the active business management control of the affairs and funds of the Club including the right to borrow money and make contracts binding upon the Club. The signing of all instruments in writing or other legal documents shall be by the Commodore and the Treasurer or the Secretary who shall affix the corporate seal when necessary.

**Section 4:**

The Executive Board shall have authority to make expenditures as outlined in the Approved Annual Budget (either Capital or Operational) in excess of the approved budget to a maximum of 20%, not so offset by increases in the actual revenue total compared to total budgeted revenue, without further reference to the membership. Total expenditures in excess of 20% of the approved total budgeted expense, not so offset by increases in actual revenue, shall require the approval of a Quorum of the Membership.

**Section 5:**

All expenditures over \$500 require the approval of two members of the Executive Board prior to release of the check, such approval to be evidenced by a signed invoice or contract or by email with specific reference to approving the invoice or contract. This approval evidence is to be filed by the Treasurer.

**ARTICLE XI - Committees and Their Duties - all committees shall consist of an unspecified number of members.**

There may be an unspecified number of standing committees appointed by the Commodore to carry on the general activities of the Club. The Commodore may appoint any special committees and designate the duties and terms of appointment of the said committees as he/she deems necessary. These committees shall be named as follows:

- (1) Budget
- (2) Membership
- (3) House
- (4) Regatta
- (5) Entertainment

- (6) Publicity
- (7) Junior Advisory
- (8) Trophy & Awards Committee
- (9) Cruise Committee
- (10) Galley
- (11) Annual Committee

**Section 1:**

The Budget Committee shall be appointed by the Commodore. It consists of three members of the Executive Board, one of whom shall be appointed chair. Their duties shall include receiving committee recommendations for expenditures in advance of the current year, preparation and submission to the Executive Board of an annual budget for the first reading at the Annual General Meeting and submission of the approved budget to the Executive Board for implementation.

**Section 2:**

The Membership Committee, chaired by the Vice-Commodore, recommends persons for membership to the Executive Board for election or rejection. This committee shall supervise all duties pertaining to purchase, sale and inventory, if any, of Nauti-Gear and membership materials (including burgees).

**Section 3:**

The House Committee shall consist of the Rear Commodore and their duties shall consist of the care and maintenance of the Club and Club's property. This committee shall formulate and enforce rules and regulations for the conduct of the members and their guests and admission of non-members to Club events.

All complaints or disciplinary matters referred to the Judge Advocate shall be forwarded to the House Committee and the rulings of the House Committee shall be forwarded to the Executive Board for ratification or rejection.

**Section 4:**

The Regatta Committee shall consist of the Fleet Captain and an unspecified number of members, including a chairman of the powerboat division and a chairman of the sailboat division. It shall be the duty of this Committee to arrange a schedule of events for the entire season. Any dispute shall be subject to its decision and it shall be final. A member of the Regatta Committee owning, in whole or in part, any participating yacht shall be deemed ineligible to serve as a judge of such regatta and the Regatta Committee is empowered to draft disinterested Club members to assist when necessary. All power and sailing races shall be run under the rules as approved by the Regatta Committee. The Regatta Committee shall co-operate with the Entertainment Committee in all social events of the club.

**Section 5:**

The Entertainment Committee shall report to the Rear Commodore and will have charge of all Club entertainment, including all Nauti-Fridays and Odd Nauti-Fridays, and shall co-operate with the Regatta Committee in the preparation of any entertainment or regattas and shall furnish entertainment at the regular meetings, special meetings and all other events that the Club sponsors.

**Section 6:**

The Publicity Committee reports to the Communications Officer. Their duty shall be to provide the public press and other general news outlets with information concerning the affairs of the Club which would be of general interest to the public and to the benefit of the Club.

**Section 7:**

The Junior Advisory Committee, reporting to the Commodore, shall at the request of the Junior Commodore, sit in at meetings of the junior membership and advise them on any matters pertaining to their activities that may arise.

**Section 8:**

The Trophy and Awards Committee, reports to the Rear Commodore. Their duties shall be to provide Trophies and awards and to attend to engraving. They shall be responsible for keeping records of the trophy recipients so that perpetual trophies may be returned in time for the next presentation.

**Section 9:**

The Cruise Committee reports to the Fleet Captain and their duty shall be to plan and co-ordinate all cruises other than regattas throughout the year including assigning a host for each event.

**Section 10:**

The Galley Committee reports to the Rear Commodore and shall coordinate with the Entertainment Committee and the House Committee the supply of food and beverages for any and all social events sponsored by the Club.

**Section 11:**

Annual Committee reports to the Communications Officer and is responsible for producing the Annual and selling advertising to support its printing and distribution.

**ARTICLE XII - Rules and Regulations:**

**Section 1:**

Any Yacht owned in at least 1/50 part by a member of the Club may be enrolled in the club squadron upon the member filing with the Measurer a full description of such yacht. Any yacht chartered by the Club for the season and controlled by him may be enrolled in the Club squadron and be entitled to the same privileges as if owned by such a member.

**Section 2:**

In the event of a yacht not wholly owned by Club members, the Club members who are part owners therein shall be responsible for the proper conduct and observances of all Club regulations by the other owners of said yacht.

**Section 3:**

Racing measurements shall be obtained under the rules of the Pacific International Yachting Association and the Pacific Racing Fleet of the Northwest and races of the Club shall be conducted under the rules and regulations of the association including the provisions for classification and allowance of time according to racing length; provided however, these ratings for local powerboat races shall be based on actual performance.

**Section 4:**

All protests must be made in writing and filed with the chairman of the Regatta Committee within 48 hours after the finish of the races protested.

**ARTICLE XIII - Assessment:**

**Section 1:**

The Club shall have the power to levy special assessments against its members but only by a majority vote of all said members present at any meeting including returned proxies; provided further however, that written notice of such a vote to be taken which set forth the whole of the questions shall be mailed by the Secretary at least fourteen (14) days prior to the meeting of all voting members to their last known address.

**ARTICLE XIV - Bylaws Amendments:**

**Section 1:**

The bylaws shall be transcribed into a book and on the Web Page by the Secretary of the Club. This book shall be the permanent record book and property of the club.

**Section 2:**

These bylaws may be amended by a majority vote including proxies of the active members present at any regular meeting of the Club or any special meeting called for that purpose; provided however, that any proposed amendment shall be posted on the Club bulletin board at least fourteen (14) days before being acted upon; and provided further that in the call for the meeting, whether regular or special, the secretary shall give notice that an amendment to the bylaws is to come before the Club at such meeting.

**Section 3:**

The bylaws shall not be suspended at any time except by the unanimous vote of all members present including returned proxies at a regular or special meeting.

*Revised: March, 2023*