

WEST RIVER YACHT CLUB

CONSTITUTION AND BY-LAWS

Article I

The corporation shall be known as the West River Yacht Club. The Corporation seal (to comply with the Charter): "West River Yacht Club, Incorporated District of Columbia, 1937"

Article II

Object

The object of this club shall be to encourage the sport of yachting and to promote the science of seamanship and navigation.

Article III

Officers

Section 1. The officers of the West River Yacht Club shall consist of: a Commodore, a Vice Commodore, a Rear Commodore, a Fleet Captain and a Secretary-Treasurer. Only active Members in good standing shall be eligible for election.

Section 2. The Board of Trustees shall consist of: Commodore, Vice Commodore, Rear Commodore and Secretary-Treasurer.

Section 3. The Board of Governors shall consist of the five Club officers, the Junior Past Commodore and two other elected active members in good standing. The Board of Governors shall have the power of a Board of Directors.

Section 4. In the absence of all of the club officers, the senior member present shall take command and preside.

Article IV

Election of Officers and Board of Governors

Section 1. Nomination for Club Officers and other Members of the Board of Governors shall be made at the regular meeting next preceding the annual meeting, and the names of the nominees shall be posted by the Secretary-Treasurer on the Bulletin Board immediately thereafter. The Nominations Committee having posted a list of the recommended nominees at least (15) days earlier, shall at this meeting the recommended nominees for the five Club Officers. Additional nominations may be made from the floor during this meeting. Nominations for the two elected members of the Board of Governors shall be made from the floor. No subsequent nominations shall be made except for offices for which there are no candidates.

Section 2. The election shall be held at the annual meeting. Voting for Club Officers and other Members of the Board of Governors shall at all times be by ballot and a majority of votes cast by members actually present and voting shall be necessary for election. Ballots to be valid for any office must be for the full number to be elected to that office.

Section 3. Club Officers and other Members of the Board of Governors shall assume the responsibilities of their office on January 1, following their election at the annual meeting, unless they resign or are removed from office by action of the Club. Vacancies may be filled by nominations at any regular meeting of the Club, and election at the next regular meeting. The Commodore may fill official vacancies by appointment until a successor has been regularly elected.

Article V

Duties of Officers and Board of Governors

Section 1. The Commodore shall take command of the fleet and preside at all meetings of the Club, Board of Governors and Board of Trustees. The Commodore may appoint a Fleet Surgeon and shall appoint all Committees and define their duties. Such appointees shall hold office during the pleasure of the Commodore within his or her own term of office.

Section 2. The Vice Commodore shall assist the Commodore in the discharge of his or her duties and, in the Commodore's absence shall officiate. The Vice Commodore shall be the Chair of the Docks Committee and shall supervise the management of the docks and harbor area. The Vice Commodore shall enforce the rules pertaining to the dock area and receive suggestions and complaints regarding such rules. He or she shall make all slip assignments in accordance with procedures outlined in Subsection "A" of this section, and shall keep posted a current list of all such assignments, together with a list of all members awaiting slip assignments. The Vice Commodore's records shall contain the names and ownership of each yacht berthed at the club.

(A) Permanent Slip Assignment Procedure. When a slip or slips become available for assignment, the Docks Committee Chair will notify the membership electronically or by mail, as to specific slips available for assignment. Assignment of slips shall not be made for a period of four (4) days from the date of such notice. During this four- day interval, members desiring slips or members currently assigned slips who desire to transfer to one of the available slips shall reply to the Chair of the Docks Committee. On the fifth day, or as soon thereafter as practicable, the Chair of the Docks Committee will make permanent assignments of available slips in accordance with the following:

First: Request for transfer from member's currently assigned slips will be given preference in the order of their seniority number on the Club seniority list.

Second: Those slips available for assignment on completion of any transfers as above will then be assigned in accordance with their number on the waiting list to members who have applied.

The number on the waiting list shall be determined in the following manner. All applications on file at the end of the tenth day after availability notice will comprise the Waiting List, and each member on the list will be assigned a number to be computed by subtracting from the member's club seniority number one point for each month his or her name has been carried on the waiting list. For example: a member with a seniority number of twenty three who has had an application for a slip pending for eight months will be given a waiting list number of twenty-three minus eight or fifteen. In the event of a tie in waiting list number, seniority will control.

Third: If a member on the waiting list passes up two consecutive opportunities to bid in for a slip open for assignment, the member will be treated as though he or she were just applying for a slip.

Section 3: The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties and, in their absence, shall officiate. He or she shall be the Chair of the House Committee and shall supervise the management of the Clubhouse and grounds. He or she shall enforce the rules pertaining to the Clubhouse and grounds and receive complaints regarding said rules. The Rear Commodore shall assign bar lockers and attic gear lockers by adjusting seniority as berths are assigned.

Section 4: The Fleet Captain shall assist the Commodore, Vice Commodore and Rear Commodore in the discharge of their duties and, in their absence, shall officiate. He or she shall be the Chair of the Cruise and Regatta Committee and may lead the fleet during marine parades and cruise at the discretion of the Commodore. The Fleet Captain shall be the Chair of the Entertainment Committee.

Section 5. The Secretary-Treasurer shall have the following duties:

- A. The Secretary/Treasurer shall conduct all correspondence, preserve all records and documents and keep a correct role of the members of the Club. He or she shall maintain the minutes of each meeting for the Club records. Copies of the minutes shall be sent to each member (including non-residents) prior to the next scheduled meeting, preferably with the meeting notice.
- B. The Secretary/Treasurer shall notify each member of the time and place of each meeting at least ten (10) days before the meeting.
- C. The Secretary/Treasurer shall receive applications for membership, transmit the same to the Membership Committee and post a list thereof in the Clubhouse.
- D. The Secretary/Treasurer shall notify member-elect of their election to Club membership and furnish them with a clubhouse key and a copy of the Constitution and By-Laws.
- E. The Secretary/Treasurer shall annually assign to each active member a seniority number in conformity with the date of his last election to membership.
- F. The Secretary/Treasurer shall issue membership cards as hereafter provided.
- G. The Secretary/Treasurer shall notify members when dropped from the rolls.
- H. The Secretary/Treasurer shall keep an individual account with each member.
- I. The Secretary/Treasurer shall read to the club all letters of interest addressed to the Club and those requiring Club action.
- J. The Secretary/Treasurer shall receive and receipt for all monies paid to him or her and keep an accurate account thereof as well as maintain an accurate record of all expenditures, with invoices or receipts annotated to indicate payment. The Secretary/Treasurer shall purchase all materials and supplies authorized by the Club or Board of Governors' The Secretary/Treasurer shall pay out of Club funds all bills authorized by the Club or Board of Governors.
- K. The Secretary/Treasurer shall post on the bulletin board the applications for membership with the date posted.
- L. The Secretary/Treasurer shall maintain a list of additional applicants above the membership limit, in the order of their applications.
- M. The Secretary/Treasurer shall post the names of all members who are in arrears in dues or other charges, with the amount of the arrears, and report such delinquency to the Board of Governors.
- P. The Secretary/Treasurer shall make a detailed report at each Club meeting, and at the annual meeting, an annual report of the finances of the Club.
- Q. The Secretary/Treasurer shall submit his or her books and accounts to the Auditing Committee at any time upon its request.

- R. The Secretary/Treasurer shall be custodian of the Club seal.
- S. The Secretary/Treasurer shall deposit the Club funds in a bank previously approved by the Board of Governors.
- T. The Secretary/Treasurer may be bonded in a manor satisfactory to the Board of Governors, the cost of the bond, if any, to be paid by the Club.
- U. In the case of inability to attend any meeting, the Secretary/Treasurer shall have the necessary books and papers conveyed to the place of the meeting.
- V. The Secretary/Treasurer and the Commodore shall have signatory authority with the bank(s) approved by the Board of Governors. In addition the Secretary/Treasurer, Commodore, and Fleet Captain shall have signatory authority on the Fleet Captain account. The accounts shall be "or" accounts.

Section 6. The Board of Governors shall convene at the call of the Commodore and it shall be mandatory that the Commodore call such a meeting upon the written request of three of its members. A majority of its members shall constitute a quorum. The general management of the property and affairs of the Club is vested in the Board of Governors. It shall adopt and promulgate rules pertaining to the docks and harbor area, Clubhouse and grounds, assignment of slips and lockers, flags and uniforms. It may, from time to time, adopt and post upon the bulletin board such rules as may be necessary for the proper use of any other Club property. It is authorized to purchase or contract to pay for, out of Club funds, all necessary materials and service for the ordinary maintenance of the Club property and the regular management of the Club. It shall approve all bills not authorized by Club action before payment is made. It shall investigate any alleged violations of these By-Laws or other occurrence detrimental to the Club and report the same to the Club for action.

Any officer or member of the Board of Governors who shall be absent from two consecutive meeting of the Club Board of Governors without rendering good and sufficient reason for such absence, shall forfeit his office.

Section 7 - Authority of Board of Governors: Any two members of the Board of Governors could challenge the decision made by the Board and have the subject of such challenge brought forward to the whole membership at the next regular meeting for determination.

Section 8. Upon approval of the membership and/or Board of Governors, within their domain, at a regularly scheduled or special meeting as outlined in Article 10, all projects will immediately and automatically be the responsibility of the Flag Officer whose domain the project falls under. During project implementation should variances arise outside the original intent of the approved motion including but not limited to budget and design, the Flag officer is immediately obligated to contact the full Board of Governors for guidance. The Board of Governors may act within their limits to further the project. If the project variance falls outside the Board of Governors domain or requires more than \$1,000 additional funding, then the Board must seek membership approval for additional funding and/or design modification. Operation outside this policy is a violation of the By-Laws of West River Yacht Club and subject to the remedies outlined in Article 11 Section 3.

Article VI
Committees

Section 1. The standing committees shall be:

- A. Docks Committee (Vice Commodore to be Chair)
- B. House Committee (Rear Commodore to be Chair)
- C. Regatta and Cruise Committee (Fleet Captain to be Chair)
- D. Entertainment Committee (Fleet Captain to be Chair)
- E. Membership Committee
- F. Auditing Committee
- G. Nominating Committee (Composition: Immediate Past Commodore-Chair; two elected members of the Board of Governors and two additional past Commodores to be appointed by the Commodore).

Section 2. Three or more active members shall be appointed to each of the standing committees.

Section 3. Special committees may be created at any meeting by the Commodore or vote of the Club.

Article VII
Membership

Section 1.

- A. Any person twenty-one years of age or over may be eligible for membership. Each applicant for membership must submit an application in triplicate stating: name, address, occupation, name type and dimensions of any craft of which he or she is owner or part owner, names and addresses of all other part owners, and the names of all clubs which he or she is or has been a member.
- B. The application must be accompanied by three letters, one from the applicant, who will state why he or she wishes to join the West River Yacht Club and one from each of the sponsors who will state why they feel that the applicant will be an asset to the Club.

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- C. The applicant must attend two Club functions prior to the submission of his or her application and these functions must have been within the year prior to such application. The applicant shall state in his or her application what these affairs were.
- D. The application papers shall be submitted to the Secretary who shall post one copy of the application on the Bulletin Board. One copy to the Chair of the Membership Committee, the original to the file.
- E. The posting must be at least 30 days prior to the meeting at which action will be taken on the application.
- F. The Membership Committee shall make an investigation of the applicant, including a personal visit to his or her home, and make is report to the Club during the meeting when voting action is appropriate.
- G. The sponsor must have known the applicant for one (1) year prior to application. The co-sponsor must have known the applicant for (6) months prior to application.
- H. Election of new members shall be made by secret ballot of the Club members present and a simple majority of negative votes shall be sufficient to reject the applicant. In case of rejection or withdrawal the initiation fee shall be returned.

Section 2. Members shall be classified as Individual (Active), Family (Active), Provisional, Non-Resident, Honorary and Senior.

Section 3. Individual members shall be entitled to all privileges of the Club, shall have the right to vote and hold office. The number of Active members shall be limited to fifty (50). Additional applicants shall be maintained on a waiting list, in order of application by the Secretary-Treasurer.

Section 4. Family membership shall be a married couple and as a unit shall enjoy all of the privileges and be governed by the rules of an individual membership with the following additional regulations:

- A. The family unit will have one vote and either member of the family unit may cast that vote when a vote is called for in general membership meetings. If both members of the family unit are serving on the BOG then each member will have a vote in the BOG meetings.
- B. The family unit will have one seniority number. Should one of the family unit members no longer be a member then the seniority number will be maintained by the remaining family unit member, the surviving member may convert to an individual membership or exercise their rights under Article VII Section 8.

Section 5. Non-resident members shall have all privileges of the Club but shall not have the right to vote, keep boats at the Club, maintain lockers, hold office or serve on committees. They shall be privileged to fly the Club burgee and wear the Club insignia. To be eligible for non-resident membership, the following conditions apply.

- A. Residence at least two hundred (200) miles from the West River Clubhouse.
- B. Five (5) years in good standing as an active member immediately prior to retiring and/or leaving the area. Non-resident members may be reinstated, without seniority, as active members upon their return to the area without payment of reinstatement or initiation fee.

Section 6. Honorary members shall have all of the privileges of the Club but not the right to vote or hold office. They shall be exempt from payment of initiation fee, dues and assessments. Any person may be elected to honorary membership upon recommendation of the Board of Governors and, after due notice to each active member of the Club, by a majority vote cast by members actually present and voting at any meeting of the Club.

Section 7. A member (3) three months in arrears shall not be eligible to vote.

Section 8. Upon the death of a member, if the deceased member owned a boat and the said boat was berthed in a permanently assigned slip at West River yacht Club in accordance with the Club's dock rules, then in that event, the following rules shall apply:

- A. Individual Members: The surviving spouse, heirs, executors, administrator or assigns shall remove said boat within one year from the date of the member's death. Slip rental shall continue per Club rules. The surviving spouse only may petition the membership, as a whole, for an extension of the one-year identified above. Said petition for extension (stating with particularity the reason for said extension) must be filed with the Secretary within nine months of the date of the member's death. The Secretary shall give notice of said petition in accordance with Article V, Section 5-B of the Club Bylaws. Three negative votes by secret ballot shall defeat the petition for extension.
- B. Family Members: The surviving spouse shall retain the family unit seniority number and may continue to berth the boat in the permanently assigned slip at West River Yacht Club in accordance with the Club's dock rules.

Section 9.

- A. A provisional member may berth a boat at the Club and use the facilities including the piers, pavilion, rest room, and trash receptacles. A provisional member must submit an application and will be approved by a majority vote of the Board of Governors. The Board, at their discretion may invite the prospective provisional member in for an informational interview and/or request the chair of the membership committee for a recommendation. A provisional member shall not enjoy any rights nor responsibilities of active membership except as expressly contained herein under this section. The dues for provisional membership shall be set by the Board and will be payable annually in advance.

B. Dues are non-refundable unless the provisional membership status is revoked consistent with Article XI Section 3 at which time a prorated refund will be distributed.

C. The provisional member shall be guaranteed a slip during the term of the provisional membership, assigned by the Dock Chair. The slip location is subject to change during the term to accommodate active members. The provisional member must adhere to all rules and regulations in place at West River Yacht Club. Should the provisional member be accepted to active membership while a slip waiting list exists then the member at his or her request shall be placed in the first position on the waiting list to receive a permanent slip, If multiple provisional members achieve active status at the same time their position on the waiting list shall correspond to their provisional membership application date.

D. Provisional membership shall last no longer than twenty-four months. The provisional membership period runs on the calendar year (January through December). Dues for provisional membership shall be assessed on a full calendar year but prorated by month should the Provisional Member's first calendar year be partial. Upon December 1st of the first calendar year, a Provisional Member may apply to renew for the second year. The Board of Governors may accept or decline the request by majority vote. If accepted the Provisional Member must apply for Active Membership prior to October 1 of the second calendar year.

Section 10. Senior members shall have all the rights and privileges of Individual or Family Membership but shall not have the right to vote or hold a permanent or temporary slip. Members must notify the Board of Governors (BOG) in writing to request Senior Membership status. In order to apply for Senior Membership status the following must apply:

- A. The member has been an individual or family member in good standing for a minimum of five (5) consecutive years.
- B. The member has held at least one flag officer position.
- C. The member has not had a break as a West River Yacht Club member. If the applicant has had a break and applies for Senior Member status that applicant request will be subject to a vote by the general membership.

Senior Membership dues will be six hundred dollars (\$600) payable as other membership classes.

Article VIII

Membership Cards

Section 1. To each applicant upon election to membership and to each active and nonresident member in good standing on January 1 of each year or at the discretion of the Board of Governors, the Secretary-Treasurer shall issue a Membership card stating on its face: the member's name and year of issue. The card shall be signed by the Secretary-Treasurer and countersigned by the Commodore.

Article IX

Initiation Fees, Dues, Other Charges and Assessments

Section 1. The initiation fee for active members shall be One Thousand (\$1,000.00) Dollars and shall accompany the application.

Section 2. The dues shall be One Thousand Four Hundred (\$1,400.00) Dollars for active membership, payable in advance annually: or, in two equal semiannual installments, due January 1, and July 1 of each year. Yearly dues shall include two admissions to each of three events including Opening Day, the Steak Cookout, and the Crab Feast. The three specific events covered by the dues may be changed during the year by a simple majority vote.

Section 3. The dues shall be One Hundred (\$100.00) Dollars per year for Non-Resident membership payable in advance.

Section 4. Any member whose account is not paid by the statement due date will:

- A. Be posted and notified that their name will come before the Board who will give their case consideration and report the member's name to the Club for final action at the next regular or special meeting.
- B. Upon recommendation of the Board of Governors and after being duly notified will be dropped at the next regular meeting unless retained by Club action.
- C. Not permitted to vote at any regular or special meeting until account is current.
- D. Be assessed a \$3.33 per day late fee until which day his account is made current including late fees.

Section 5. An assessment must be proposed by the Board of Governors at a regular or special meeting of the Club and must be posted upon the bulletin board for at least twenty (20) days before action thereon can be taken by the Club. Notice of such proposed assessment must be sent to every member by the Secretary-Treasurer with the information of the time and place of the next regular meeting when the vote takes place. A three-fourths vote of those present and voting shall be necessary for adoption. In case of failure to pay an assessment when due the same action shall be taken as prescribed in Section 4.

Section 6. Solicitation for money from Club members for improvements to the buildings, grounds, docks, or furnishings thereto shall be prohibited. Voluntary contributions from individual members are accepted. Money for any of the above purposes shall be raised by a bond issue or taken from the general club funds in the approved manner.

Section 7. The Secretary will pay one half the normal dues while holding office.

Section 8. Indebtedness of a member of the Club may be remitted for good cause by the Board of Governors.

Article X

Meetings

Section 1. The Annual Meeting shall be held during the first fifteen (15) days of December. The specific date of each annual meeting shall be determined by the Commodore with the approval of the Board of Governors.

Section 2. The regular meetings shall be held the first weekend or the following weekend of (named months) February, April, June, August and October. The Club, by majority vote, may suspend such meetings for a period not exceeding four (4) consecutive months.

Section 3. Special meetings may be called by the Commodore and it shall be mandatory that the Commodore call such meetings upon written request signed by ten (10) active members in good standing. The object of a special meeting must be stated in the notice and only such business as stated therein shall be transacted.

Section 4. Seven (7) active members in good standing shall constitute a quorum at any meeting. Meetings may be attended in person or virtually by any interactive platform approved by the Board of Governors. In both cases members will be considered present. In instances where votes must be cast by secret ballot those members attending the meeting virtually must provide a physically present active member a LIMITED DIRECTED PROXY in writing or electronically. Limited directed proxies only apply to secret ballot votes and must be voted as directed by the member who issues it. In no instance can a member attend a meeting via proxy and the presence of a proxy alone will not count toward a quorum.

Section 5. Except as provided for in these Bylaws, Roberts Rules of Order shall govern the conduct of meetings.

Section 6. The order of business shall be:

- A. Roll call
- B. Reading of the minutes of the previous meeting
- C. Reports of officers
- D. Reports of committees
- E. Unfinished business
- F. Election of officers
- G. New business
- H. Adjournment

Article XI

Reinstatement, Resignation and Expulsion

Section 1. A member dropped from the Club for no other reason than non-payment of Club charges may be reinstated at a regular meeting by a two-thirds vote of the members present, provided that the member has forwarded, within thirty (30) days after being dropped, a written application for reinstatement with full payment of all arrears to date of the next regular meeting.

Section 2. Resignation must be in writing, forwarded to Secretary/Treasurer, and the presented at the next regular meeting of the Club. No resignations shall be accepted unless the member is clear of all indebtedness to the Club.

Section 3. Upon the recommendation of the Board of Governors, members implicated in any occurrence injurious to the welfare of the Club may be suspended or expelled from the Club by a two-thirds vote of the members present and voting at any meeting of the Club held not less than thirty (30) days nor more than ninety (90) days after charges in writing, duly signed, have been filed with the Secretary/Treasurer, and each member notified thereof, provided that such charges shall be filed within thirty (30) days of such alleged occurrence.

Article XII

Club Flag

The distinguishing signal of the Club shall be: pennant, yellow with black seagull in flight near flagstaff, facing flagstaff.

Article XIII

Amendments

Section 1. A proposed amendment must be in writing and signed by an active member. It must be proposed at a regular meeting and posted upon the bulletin board. At least ten (10) days in advance of the next regular meeting, the Secretary/Treasurer shall send each member a copy of the proposed amendment or amendments and notify the member of the date, time and place of the meeting at which action is to be taken. A two-thirds affirmative vote of those present and voting shall be necessary for adoption.

Article XIV

Removing Club Assets from Wholly Owned Status

The following method will be used exclusively by West River Yacht Club when removing Club assets from wholly owned status. Removal of club assets from wholly owned status may occur by, but not limited to, sale in whole or in part, barter or donation.

Section 1. Items(s) with a fair market value of Five Hundred Dollars (\$500) or less:

First: The specific item must be presented to the Board of Governors at any regular or special Board of Governors meeting by any active member together with an explanation of the Club benefit for removal of said item from Club membership.

Second: Agreement must be by majority vote of entire Board of Governors with respect to action taken and terms to be met for release of item.

Section 2. Item(s) with a fair market value greater than Five Hundred Dollars (\$500):

First: Specific action being requested must be in writing signed by an active member including an explanation of Club benefit for removal of said item from Club ownership. It must be proposed at a regular meeting and posted on the bulletin board at least ten (10) days in advance of the next regular meeting. The Secretary/Treasurer shall send each member a copy of the proposed action and notify each member of the date, time and place of the meeting at which action is to be taken.

Second: A two-thirds affirmative vote of those present and voting shall be necessary to move forward with the action unless the action involves *Vital Club Operating Assets* including buildings, land and marina in which case a three-quarters affirmative vote of those present and voting will be required.

THE END