

By-Laws of the San Leandro Yacht Club



As adopted March 7, 1963. Amended: August 28, 2010



ARTICLE I – NAME

The name of this organization shall be the SAN LEANDRO YACHT CLUB.

ARTICLE II – OBJECTIVES

1. To promote and publicize boating and social activities in the San Leandro Marina Area.
2. To encourage racing, power and sail.
3. To enable members to participate in such recognized races sponsored by other organizations.
4. To develop safe boating practices and encourage education toward safety afloat.

ARTICLE III – MEMBERSHIP

1. **Active Members** - Active members are those members older than age 21 who are current and pay full membership dues. Active members have the right to hold office and vote at the Regular or General Membership meetings. Any person age 21 and older may apply for a Regular Active membership when the application is accompanied by the current initiation fee and dues.
2. **Associate Members**- Associate members are those who have been Active members for at least 5 years and wish to take a less active role due to circumstances such as boat sale, retirement or relocation. Members seeking Associate member status may petition the Board. Associate membership status may be granted by a majority vote of the Board of Directors at any regular Board Meeting. Associate members do not have the right to hold office or vote at the Regular or General Membership meetings.
3. **Youth Members** - Youth members are those members between the ages of 18 and 21 years. Youth members do not have the right to hold office or vote at the Regular or General Membership meetings.
4. **Charter Members** - Charter members shall be those who were otherwise Active or Life Members prior to the dedication of the clubhouse.
5. **Life Members** - Any Active member who, by virtue of distinguished service to the San Leandro Yacht club and/or the community, whether in the field of boating or otherwise, shall be eligible for Life membership. Life members shall have all the privileges of Active members except the right to vote on Life membership nominations. Candidates for Life membership shall be nominated by the Board of Directors and approved by a majority vote of the Active members present at any meeting. Life membership is granted for life unless withdrawn by a majority vote of Active members at any Membership meeting.

6. **Honorary Members** - Any person in the community who, by position or deeds, deserves the right of honorary recognition by the San Leandro Yacht Club shall be so recognized by a majority vote of the Board of Directors. Honorary members have clubhouse privileges but are not entitled to vote, hold office or race under the San Leandro Yacht Club burgee. Honorary membership is for life unless withdrawn by a majority vote of the Board of Directors.
7. **Family Members** - The spouse, domestic partners, and dependent children of any Active or Life member in good standing shall be Family members. Spouses and/or domestic partners of an Active member or Life member in good standing will have equal membership and have the right to hold office.
8. **Office Qualifications** - Only Active members as defined in paragraphs 1 and 5 of Article III shall be eligible to hold office. There shall be one vote per family at any regular, special, or general membership meeting.
9. **Inactive Members** - Any Active member may apply to the Board of Directors for Inactive membership status. Inactive membership status may be granted by a majority vote of the Board of Directors at any regular board meeting. Inactive members shall receive all club communications. They shall not have clubhouse privileges. They shall not have the right to vote, hold office, or race under the burgee of the San Leandro Yacht Club. They may serve as crew members. The Board of Directors may revoke Inactive membership at any time.
10. **Membership Termination** - The Board of Directors, by written notice to a member, may terminate that member's membership if, by actions, the member consistently disturbs the tranquility and fellowship of the club, as determined by the Board of Directors at any meeting at which a quorum is present and a 75% vote is given to disenfranchise that member.
11. **Co-Members** - Any persons, not described in Article III, Sections 1,2,3,4, or 5, seeking Active membership, for good cause (i.e., two persons, each owning a one- half interest in a boat, but are not spouses, domestic partners, and/or dependent children) may petition the Board for membership. Upon appearance and evidence of good cause, the Board may approve those persons for membership as Active members. Any petition for such membership must be made at a regular meeting of the Board of Directors. Any persons so approved by the Board of Directors will have equal membership and have the right to hold office.
12. **Cruising Members** - Cruising members are regular members wishing to be able to enjoy reciprocal privileges at Yacht Clubs all over the World.

ARTICLE IV – DUES AND FEES

1. A new Active member shall pay an initiation fee plus dues for each remaining month of the membership year (July 1 through June 30) not to exceed the annual rate of Active members. The following schedule is applicable to new Active members, with indicated percentages to be applied to the current initiation fees and dues:

<u>CATEGORY</u>	<u>INITIATION FEE</u>	<u>DUES</u>
Regular	100%	100%
Associate	50%	66.7%

Youth	25%	50%
Cruising	0%	50%

2. Annual dues shall be payable July 1. Annual Active member dues may be paid either entirely in July or in equal installments in July and January. Application for reinstatement may be made by paying one year's dues and one half the initiation fees in advance. If both are not received by June 30 of the following year, reinstatement shall not be granted. Members more than 2 months in arrears (September 1 and March 1) shall be dropped from the membership rolls. Those members currently paying their dues on the monthly plan may continue to do so until such time as they elect to pay annually / semi-annually or are dropped from the rolls for non-payment of dues. Changes in dues and initiation fees shall be recommended by the Board of Directors and must be approved by 2/3 vote of the members present at any Membership meeting.
3. Honorary, Life, and Family members shall be free from payment of dues.
4. Inactive members shall pay reduced annual dues calculated at ten percent (10%) of the Regular member dues rate on the next July 1 following approval by the Board of Directors granting Inactive status. An inactive member who has honorably withdrawn for one (1) year or less may petition the Board of Directors for reinstatement. If approved, the reinstated member is only required to pay prorated dues for the balance of the membership year.
5. Each new member shall receive club devices (burgee, pins, etc.) as specified by the Board of Directors.
6. All membership reinstatements are to be approved by the Board of Directors. Any member who has honorably withdrawn membership or has been removed from Active or Inactive member status for more than one year and who wishes reinstatement shall be treated as a new Active member in accordance with paragraph 1 above.
7. Each Active, Honorary, Life member, and spouse shall receive a membership card. Active members and their spouses shall receive a membership card upon payment of dues where applicable. Inactive members shall not receive a membership card.
8. The cruising member will pay the San Leandro Yacht Club fifty percent (50%) of the regular membership dues per year, three years in advance, and thirty (30) days prior to their departure.
9. **Initiation Fee** - The initiation fee may be waived upon approval of the Board of Directors for good cause (e.g. – membership drives, prior member still possessing burgee and pins, etc.).

ARTICLE V – OFFICERS

1. **Commodore** - The senior executive officer of the organization shall be the Commodore, elected by the Active members as hereinafter provided. The Commodore shall preside at all meetings of the organization and of the Board of Directors. The Commodore shall appoint all committees with the exception of the Executive Committee, but including the Nominating Committee, with the approval of the Board of Directors. The Commodore shall be enabled to call special meetings of the organization. The Commodore shall be an Ex-Officio member of all committees except the Auditing Committee, and shall also have at least one-third (1/3) ownership of a boat.

2. **Vice Commodore** - The Vice Commodore shall assist the Commodore in the conduct of duties and shall assume the duties of the Commodore in the Commodore's absence. The Vice Commodore shall also have at least one-third (1/3) ownership of a boat.
3. **Rear Commodore** - The Rear commodore shall assume the duties of the Vice Commodore in the Vice Commodore's absence and shall be the chairman of the Program Committee. The Rear Commodore shall be in charge of arrangements at all dinners, regular and social meetings, and represent the Club's auxiliary at all club business meetings. The Rear Commodore shall also have at least one-third (1/3) ownership of a boat.
4. **Secretary** - The Secretary shall keep a written record of all meetings of the Board of Directors, Regular, and Membership meetings of the organization, and shall preserve in a permanent file all records of the organization and its officers except financial records. The Records are to be transferred to a successor at the close of the term of office. The secretary shall provide a membership roster to all members including all pertinent information about each member.
5. **Treasurer** - The Treasurer shall have charge of all monies of the organization and shall report thereon at each Membership meeting. The Treasurer shall collect the initiation fees and dues from members, giving a proper receipt therefore, pay all bills upon written authorization from the Commodore, and report the same at the next Board of Directors meeting. The Treasurer shall keep an itemized record of all receipts and expenditures in a permanent file, and transfer it to a successor at the close of the term of office.
6. **Fleet Captains** - The Sail Fleet Captain and the Power Fleet Captain shall be elected by their respective Fleets and will assume their offices effective with the Change of Watch. These fleets will operate within these By-Laws.
7. **Interim Appointments** - In the event of the death or resignation of the Commodore, the Vice Commodore and Rear Commodore will each advance one station and a new Rear Commodore shall be appointed by the Boar of Directors to fill the unexpired term. In the event of the death or resignation of the Vice Commodore, the Rear Commodore shall advance one station and a new Rear commodore shall be appointed by the Board of Directors to complete the unexpired term. In the event of the death or resignation of the Secretary or Treasurer, the Board of Directors shall appoint a successor to complete the unexpired term.
8. **Term of Office** - All Officers and Directors shall be elected for a term of one (1) year commencing the close of the Regular Meeting, i.e. - Change of Watch. The outgoing Officers and Directors will serve as advisers to their successors through December 31 of the then current year.
9. **Recall** - Elected and/or appointed officers may be recalled for cause or without cause by a two-thirds (2/3) majority vote of the Active membership present at any special meeting called for that purpose. Notice of said recall shall be sent to every active member at least fourteen (14) days before the recall is voted upon.
10. **Attendance** - Any person serving on the Board of Directors as a representative of the Active membership who misses two (2) consecutive meetings without permission may be replaced by the Board of Directors.
11. **Record Retention** - All Club records shall be retained for a minimum of seven (7) years.

ARTICLE VI – COMMITTEES

1. **Board of Directors** - The Board of Directors shall be comprised of the elected officers, the Staff Commodore and two persons from the Active membership elected at the annual regular Meeting, normally, the Port Captain and the Club House Manager. In addition, the Sail Fleet Captain and the Power Fleet Captain shall be members effective with the Change of Watch. The Staff Commodore is that Active member who most recently held the position of Commodore.
2. **Executive Committee** - The Executive Committee shall be comprised of the Staff Commodore, Commodore, Vice Commodore, and Rear Commodore. The Commodore shall be Chairman and the Vice Commodore will act a Secretary.
3. **Nominating Committee** - The Nominating Committee shall be comprised of five (5) Active members appointed by the Board of Directors, not more than three (3) of whom may be members of the Board of Directors, and a chairman to be appointed by the Board of Directors, not less than sixty (60) days before the annual Regular Meeting. They shall post (or mail) their recommendations to the Active membership at least thirty (30) days before the annual Regular meeting.
4. **Auditing Committee** - The Auditing Committee shall be comprised of three (3) Active members appointed by the Board of Directors, and they shall audit the accounts of the Treasurer during the current year at least once, not less than seven (7) days before the expiration of his term, and submit a written audit at the annual Regular Meeting.
5. **Special Committees** - Special committees may be appointed by the Commodore as necessary.
6. **San Leandro Yacht Club Auxiliary** - The San Leandro Yacht Club Auxiliary shall operate under their own set of by-laws and shall coordinate their clubhouse activities through the Rear Commodore. They shall also be financially accountable through the Rear Commodore.
7. **Clubhouse Operation Rules** - The Board of Directors is authorized to establish Clubhouse Operation Rules to govern operation of the Clubhouse and guest docks. A copy of the Clubhouse Operating Rules shall be made available to any member upon request. The Clubhouse Operating Rules may be amended by action of the Board of Directors at any time. They may also be amended by a majority vote of the membership at any General Membership Meeting. Members may initiate amendments to Clubhouse Operation Rules by submitting the propose amendments to the Secretary. A copy of proposed amendments must be submitted to every Active member at least fourteen (14) days before any amendment may be voted upon.

ARTICLE VII – ELECTIONS

1. **Time of Election** - The election of Officers and Directors shall be held at the annual Regular Meeting by tallying the ballots at the time in open session.
2. **Other Nominations by Active Members** - Any Active member may submit the name of a candidate or slate of officers to any member of the nominating Committee at least fourteen (14) days in advance of the Regular meeting. This petition must be signed by at least ten (10) Active members and by each person(s) who is proposed for office. The member of the

Nominating Committee to whom it is delivered must give a dated receipt thereof. Failure of the Chairman of the Nominating Committee to mail this opposition ballot to all of the Active members at least seven (7) days in advance of the Regular Meeting shall result in the voiding of such election and a special election shall be held on the second Saturday of the month of January immediately following such voided election. This special election shall be held in accordance with the rules specified in Section One (1) of this Article.

ARTICLE VIII – MEETINGS

1. **Regular Meeting** - There shall be one (1) Regular Meeting per year, at which time Officers and Directors for the ensuing year shall be elected and installed. This meeting shall be held during the last week of October or the first week of November, the place and day of the month to be determined by the Board of Directors. No matter shall be considered at the Regular Meeting other than that stated in the call of such Regular meeting.
2. **General Membership Meetings** - There shall be a minimum of three (3) General Membership Meetings per year, not including the Regular Meeting, for the purpose of conducting such business as may be of general interest to the membership. However, no matter shall be voted on at a General Membership Meeting other than that stated in the call of such General Membership Meeting.
3. **Special Meetings** - Special meetings may be called by the Commodore, by any five (5) members of the Board of Directors, or by any ten (10) Active members, or by at least five percent (5%) of the Club's Active members for the purpose of removal of a Director/election of successor provided written notification is sent to all Active members of the time, place and purpose of such Special meeting. Such notification shall be given not less than fourteen (14) nor more than ninety (90) days before such meeting. No matter shall be considered at a Special Meeting other than that stated in the call of such special Meeting.
4. **Committee Meetings** - Committees delineated in Article VI shall meet at the time and place as scheduled by their respective chairmen.
5. **Board of Directors Meetings** - The Board of Directors regularly scheduled meetings will be held monthly on a regular day and time, normally on the third Friday of the month. The regularly scheduled meeting day and time will be approved by the current Board of Directors. In the event the regularly scheduled meeting day and time is changed, it must be published to the general membership a minimum of fourteen (14) days prior to said change.

ARTICLE IX – QUORUM

1. **Membership Meetings** - Twenty-five percent (25%) or twenty (20) members, whichever is the least, of the Active membership of the Club shall constitute a quorum at those meetings.
2. **Board of Directors Meeting** - A majority of the members of the Board of Directors shall constitute a quorum at those meetings.
3. **Proxy Voting** - Proxy voting at any meeting is prohibited.

ARTICLE X – AMENDMENTS

By-Laws - These By-Laws may be amended at any Membership meeting by a two- thirds (2/3) vote of the Active members present provided that a copy of the proposed amendment shall have been sent to every Active member at least fourteen (14) days before the amendment is voted upon.

ARTICLE XI – PARLIAMENTARY PROCEDURE

Rules - All points of parliamentary law not provided for herein shall be decided according to the latest revision of Robert's Rules of Order.