

CONSTITUTION AND BYLAWS OF THE OLYMPIA YACHT CLUB

~~Amended: 09/2022, 11/07/2001, 10/10/2004, 1/05/05, 4/6/2005, 4/12/2006, 1/03/2007, 6/6/2007,
4/9/2008 (from May 2000 meeting), 6/11/2008, 4/18/2013 (from various actions 2008 present),
6/11/2014, 3/14/2018, 10/5/2022, 10/4/2023.~~

Approved and adopted by vote of the membership on May 7, 2025.

ARTICLE 1. ORGANIZATION NAME

The name of this organization shall be the Olympia Yacht Club-, also referred to as the Club.

ARTICLE 2. PURPOSE

The purpose of the Olympia Yacht Club is to encourage and promote yachting, the science of seamanship and navigation, and to provide and maintain suitable facilities for the use and recreation of its members.

ARTICLE 3. MEMBERSHIP

Section 1. General

Any person of good moral character, over the age of twenty-one, and who is fit, willing and able to contribute to the good and welfare of the Olympia Yacht Club, accepting the responsibilities as well as the privileges, thereof, shall be eligible for membership.

~~Applicant(s) accepted for Active Membership shall enjoy the full privileges of membership including the casting of the single vote representing their membership, holding a single elective office as a representative of their single membership, and flying the club pennant. The personal pronouns "he" and "she" as hereafter used in these Bylaws refers to both male and female and should be interpreted as meaning "he/she" and "his/hers."~~

Section 2. Classes of Membership

~~The classes of membership shall be defined in these Bylaws as follows:~~

(A) ACTIVE ~~MEMBERSHIP~~**MEMBERS** shall include:

- (1) A single person;
- (2) A married couple and their children under the age of 21; ~~and~~
- (3) Two unmarried persons who form a single household, and their children under the age of 21-;

~~(4) An Active Member shall be the owner of~~ And, own a boat having a waterline length of not less than 12 feet ~~and~~ powered by motor or sail, or both.

Active Members shall pay initiation fees, annual dues, assessments, and moorage and fulfill their CSP requirements. They shall be permitted to moor their boat at the Club, access Club facilities, vote in Club elections, be a committee chair or elected Officer, fly the Club burgee, and enjoy all social and recreational privileges.

~~Any~~ An Active Member who ~~shall dispose~~ disposes of ~~his~~ their boat may retain ~~full~~ Active Membership in the Club for up to twelve months from the date of ~~said disposal, at which time he disposal.~~ After that, unless they change to another membership status, they shall automatically revert to ~~the status of~~ Associate Membership status. Upon ~~becoming~~ purchasing another boat, the owner of another boat registered at the Olympia Yacht Club, he shall member will revert to Active Membership ~~and be~~ entitled to all privileges.

(B) ASSOCIATE MEMBERSHIP: shall be those MEMBERS:

Associate Members are members who are not included in any other class of membership. They shall not Associate Members shall pay initiation fees, annual dues, assessments, and fulfill their CSP requirements. They shall not be permitted to moor their boat at the Club, vote in Club elections, be a committee chair or elected Officer, nor fly the Club burgee. They may enjoy all social and recreational privileges and access Club facilities.

(C) AFFILIATED MEMBERS:

The Board of Trustees may invite affiliated, non-profit organizations to join the Club upon a favorable vote of the Trustees. Affiliated Members shall share similar missions with the Club, including promoting boating education and safety in the south Puget Sound boating community. Affiliated Members shall be entitled to moorage or the use of boating services of the Club at any time, nor shall they be entitled to vote, fly the Club pennant, hold office or serve as a committee chairperson; but shall be entitled to all other social and recreational privileges. The membership of any person elected as an Associate may be converted to Active without payment of additional initiation fees upon determination by the Board of Trustees that the qualifications for that class of membership and use of facilities as defined by a mutual operating agreement that specifies their mission, terms and conditions, consideration, operating relationship with the Club, duration, and provisions for termination of such agreement. Affiliated Members will be limited to one membership for the entire enterprise and membership will not be extended to officers, staff nor students and their families under the Affiliated Membership. An Affiliated Membership will terminate upon expiration of said operating agreement or termination of agreement for cause.

(D) SOCIAL MEMBERS:

Social Members are those who have been met Active Members for a total of five years or more who desire to continue social involvement with the Club without owning a boat. Social Members shall pay annual dues and fulfill their CSP requirements. They shall not be permitted to moor their boat at the Club, vote in Club elections, be a committee chair or elected Officer,

nor fly the Club burgee. They shall have access to Club facilities and may enjoy all social and recreational privileges.

~~(B) LIFE MEMBER: when a single member or either party of an Active Membership achieves both 20 years of continuous Active Membership and age 65, the Membership shall be eligible for designation as a Life Member. In the event of the death of the qualifying Life Member, the surviving party must meet the requirements for Life Membership status or revert to Active Membership status. Life Members shall be exempt from payment of annual dues, but shall not be exempt from moorage charges, bond interest, or special assessments as they become due.~~

~~(C) SOCIAL MEMBER: Social Members shall be those members who have been active for at least 5 years (need not be consecutive). They shall not be entitled to moorage or the use of boating services of the Club at any time, nor shall they be entitled to vote, fly the Club pennant, hold office or serve as a committee chairperson, but shall be entitled to all other social privileges. Social members are required to participate in not less than 10 CSP hours annually.~~

Any Active Member may choose to become a Social Member by submitting a written request to the Board of Trustees and receiving a favorable majority vote. All indebtedness due to the Club must be paid.

(E) CRUISING MEMBER:-MEMBERS:

Cruising Members are Active Members who intend to ~~becruise~~ or are cruising on their boat outside of the Puget Sound area for ~~an extended period of time~~ (more than 365 consecutive days) may apply to the Board of Trustees for a Cruising Membership. Upon approval of their application, by the Board as a Cruising Member, the Cruising Members shall relinquish their moorage and they shall no longer be considered Active or Associate Members. Cruising Members shall be liable for dues but, and be exempt from assessments and Club Service Program CSP requirements. ~~When~~ Cruising Members ~~return~~ may not vote, be a committee chair or elected Officer, but may have access to the Club facilities and enjoy social and recreational activities. Upon returning to Puget Sound area, they, Cruising Members may make application apply to the Board to be reinstated as Active or Associate Members, as appropriate. If a member is under the Cruising Member status is outside Puget Sound for less than 365 days, and wishes to be reinstated as an active member, they must pay back fees and assessments as if they were continuous active members without a break in Active Member status. Upon Board approval, the members shall be subject to all applicable dues, assessments, and Club Service Program requirements, etc., as like any other Active and/or Associate Members that fall due on or after the date of approval of their reinstatement.

(F) LIFE-ACTIVE MEMBERS:

Life-Active members are those Active Members where either party of an Active Membership achieves age 65 years and 25 years of Active Membership or as follows:

<u>Year Joined</u>	<u>Years of Membership</u>	<u>Year Eligible for Life Status</u>
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<u>2005</u>	<u>20</u>	<u>2025</u>
<u>2006</u>	<u>21</u>	<u>2027</u>
<u>2007</u>	<u>22</u>	<u>2029</u>
<u>2008</u>	<u>23</u>	<u>2031</u>
<u>2009</u>	<u>24</u>	<u>2033</u>
<u>2010</u>	<u>25</u>	<u>2035</u>

In the event of the death of the qualifying Life Member, the surviving party must meet the requirements for Life Membership status or revert to Active Membership status. Life Members have all the requirements and privileges of Active members but shall be exempt from paying annual dues.

(G) LIFE SOCIAL MEMBERS:

Life-Social members are those Life Members who wish to continue their social relationship with the Club but forego boating privileges. Life-Social Members shall pay no dues or assessments but will fulfill their CSP requirements. They shall not be permitted to moor their boat at the Club, but may access Club facilities, vote in Club elections, and enjoy all social and recreational privileges. They may not be a committee chair or stand for elected office, unless they hold such a position at the time of attaining Life-Social status and upon a favorable vote by the Board.

(H) HONORARY MEMBERS:

The Board of Trustees may invite honorary members to join the club for one year upon a favorable vote of the Trustees. Honorary memberships shall be granted only to those persons who have rendered valuable service to the Club, City, County, State or Nation. The number of such membership memberships shall not exceed twenty-five at any one time during the year. Honorary members shall pay no fees, dues, or assessments and shall have no rights right to vote or hold office in the Club, and be a committee chair or elected Officer, nor have boating privileges. They may participate only in the recreational and social affairs of the Club activities and have access to Club facilities.

(I) JUNIOR MEMBERS:

The membership of the OYEC Club recognizes the need to actively involve persons under the age of 24 twenty-one in meaningful club activities. Rules, regulations, and organizational procedures for this program are developed and administered by the OYEC Club Juniors Committee with the direction and approval of the Board of Trustees. This program includes, at a minimum, OYEC Club service programs, and various social functions. Junior Members shall have no vote in OYEC Club business and nonmember non-member parents shall not be extended the privileges of the OYEC Club.

- (1) Any person between the ages of 10 and 20 of good moral character shall be eligible for Junior Membership. Application and acceptance for Junior Membership shall be made through to the Board of Trustees. Applicants receiving a majority vote of the Trustees Board shall be accepted into membership. Junior Members shall be governed by all Bylaws,

Rules, and regulations of the OYCClub and those adopted specifically by the Juniors Committee and approved by the Board ~~of Trustees~~ for this program.

- (2) The initiation fee for Junior Membership shall be approved by the Board of Trustees as recommended by the Juniors Committee. Monthly dues for Junior Members shall be established at 15 percent of the monthly dues paid by active members. Junior Members shall be exempt from payment of ~~bond interest and special~~ assessments.
- (3) A Junior Member shall be eligible to become an Associate or Active member of the OYCClub upon reaching the age of 21 years, receiving approval from the Board of Trustees and payment of current initiation fees. PROVIDED: That one tenth of the regular initiation fee is waived for each year served as an active Junior Member. An active Junior Member is defined as one who regularly attends meetings, participates in work parties and activities, holds office, or serves on committees. Determination of active status is to be made by the Juniors Committee at the end of each calendar year, recorded, and filed.

(J) TABLE OF RESPONSIBILITIES AND PRIVILEGES BY MEMBER CLASS
All members shall enjoy the privileges and responsibilities shown below by member class.

<u>Member Class</u>	<u>Member Responsibilities</u>				<u>Member Privileges</u>					
	<u>Pay Initiation</u>	<u>Pay Club Dues</u>	<u>Pay Assessments</u>	<u>Fulfill CSP Hours</u>	<u>Keep Boat in Marina</u>	<u>Access Club Facilities</u>	<u>Vote</u>	<u>Hold Office & Chair Com.</u>	<u>Fly Club Burgee</u>	<u>Social & Rec. Programs</u>
<u>A. Active</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>24</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>
<u>B. Associate</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>24</u>		<u>X</u>				<u>X</u>
<u>C. Affiliated*</u>										
<u>D. Social</u>		<u>X</u>		<u>10</u>		<u>X</u>				<u>X</u>
<u>E. Cruising</u>		<u>X</u>		<u>0</u>		<u>X</u>			<u>X</u>	<u>X</u>
<u>F. Life-Active</u>			<u>X</u>	<u>24</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>	<u>X</u>
<u>G. Life-Social</u>				<u>10</u>		<u>X</u>	<u>X</u>	<u>**</u>		<u>X</u>
<u>H. Honorary</u>				<u>0</u>						<u>X</u>
<u>I. Junior</u>	<u>X</u>	<u>15%</u>		<u>X</u>		<u>X</u>				<u>X</u>

* Privileges will be defined in a written agreement between the Club and the Affiliated Member.

** See exception in text

Section 3. Application for Membership

Written application for Active or Associate Membership endorsed by two Active members shall be presented to the Membership Committee Chair on the prescribed forms accompanied by payment of the full initiation fee and annual dues, prorated to the end of the calendar year from the quarter in which the application is presented. Upon request to and approval by the Board of Trustees, application fees may be paid by paying one-fourth at the time of application and the

remainder over a period of twelve months. If the applicants are two unmarried persons who form a single household, the applicants shall designate one of the two as the “managing partner²².” If such applicants are elected to membership, the “managing partner” shall have authority to designate who retains the Membership in the event that the partnership is concluded.

The Membership Committee shall make prompt and diligent inquiry into the qualifications of the applicant, including, if necessary or desirable, personal interviews with the applicant, sponsors, or other interested persons, to determine the eligibility of the applicant. The Membership Committee shall provide ~~a standard~~ orientation and overview of the Club and member responsibilities, as well as other pertinent information, to the applicant. The applicant(s) shall provide the Membership Committee Chair with a short biographical sketch, current photo, and statement of interest in joining the Club. The Membership Committee Chair shall post these materials at the designated location on Club premises and disseminate them to the membership by e-mail at least fourteen days prior to the date of the regularly scheduled meeting of the Board of Trustees at which the application will be considered; this meeting date shall be included in these notices to the Membership. The Membership Committee Chair shall solicit Members’ comments on the applicants, pro or con, either in writing, or orally at the meeting where the application will be considered by the Board, and shall maintain the confidentiality of any such comments, if so requested. Any comments received by the Membership Committee Chair shall be provided to the Board Chair prior to the meeting where the applicant(s) are presented to the Board for consideration.

The Membership Committee Chair shall submit the Membership Committee’s report to the Board for their consideration and shall ensure that the applicant(s) are present at the Board meeting when the application is to be considered. At least one of the sponsors must speak briefly regarding each applicant and how ~~he/she knows~~ they know the applicant. The Board of Trustees shall then consider and vote on each application. An applicant receiving a favorable majority vote of the Board shall be deemed elected to the membership and shall be notified by their sponsors to appear at the next regular scheduled ~~dinner~~ membership meeting of the Club for induction into the Club. If the Board rejects an application, the reason(s) for doing so will be reflected in the minutes of the Board meeting; and, if the Board approves an application when negative comments were received from any member(s), the reason(s) for doing so will be reflected in the minutes of the meeting. Any monies tendered by an applicant whose application has been rejected shall be returned.

Section 4. Dues and Fees

~~Shall be as follows:~~

- ~~(A) Active Member and Associate Members, Social Members and Cruising Members—per annum, payable monthly in advance: Dues: 2011—\$400.00 + CPI thereafter annually, unless CPI is waived by the Board of Trustees.~~
- ~~(B) Junior Members—15% of dues listed in (A) above—per annum, payable monthly in advance. All members shall pay all fees appropriate to their Membership Class, including initiation, annual dues, moorage, assessments, fines, and other fees as established by the Board and presented in Rule 30.~~

Section 5. Demit:

Any member may demit from the Club by written notice to the Club, but such demit shall not become effective until the end of the month in which such written notice is received, and the resigning member's indebtedness to the Club is fully paid, including all applicable moorage charges and special assessments, due at the end of said month. Any member in good standing may, upon a majority vote of the ~~BOT members present~~Board at any regular Board meeting, demit from the Club and upon surrender of ~~any other all~~ membership ~~card~~credentials, shall thereupon be given a demit notice by the ~~Secretary~~Club Manager.

Any member approved for demit may resume membership in the Club upon formal application and election thereto by the membership in the same manner and conditions prescribed for new members, coupled with the tender of the difference between initiation fees in effect at the time of withdrawal and initiation fees at the time reinstatement is sought, plus currently payable annual dues.

~~Any active member may choose to become a Social Member instead of demitting by submitting a written request to the Board of Trustees. A majority vote by the Board would be required to become a Social Member. All indebtedness due to the Club must be paid, including all applicable moorage charges and special assessments.~~

Any member approved for demit prior to the formation of the Social Membership classification may apply for Social Membership by presenting a written request to the Board of Trustees. A majority vote of the Board would be required to be accepted as a Social Member.

Section 6. Suspension and Expulsion

Any member found in violation of the adopted rules and regulations of the Olympia Yacht Club, including Island Home Rules and the Moorage Agreement, shall be subject to sanctions as determined by a majority vote of the Board of Trustees. These sanctions may include fines, suspensions (including loss of moorage for boat and/or boathouse), or expulsion. Any member whose fiscal indebtedness to the Olympia Yacht Club is delinquent sixty days shall be suspended (including loss of moorage for both boat and/or boathouse) until such time payment is made. Continued indebtedness past ninety days shall be grounds for expulsion at the discretion of the Board of Trustees.

The Board of Trustees shall notify, in writing, any member found in violation of the rules and regulations and shall request their appearance before the Board at its next regularly scheduled meeting. Any member who fails to respond to this notice shall stand suspended (including loss of ~~moorage~~ both boat and/or boathouse moorage) for a period of time as determined by the Board of Trustees. Continued failure to respond shall result in expulsion.

Section 7. Membership Credentials

Immediately following the election to membership of the Club, the ~~Secretary~~Club Manager will issue a membership card to each new member ~~giving thereon his/hers~~showing the member's name and the year for which dues have been paid. The card shall be honored only during the time the member is in good standing. The ~~Caretaker~~Club Manager will arrange electronic access to the Club facilities, and issue ~~card~~key(s) and parking pass(es) to each new member ~~of the Club,~~

~~which. These~~ will be ~~immediately~~ terminated ~~for a Member~~ upon the member's resignation or withdrawal from membership, or upon the demand of the Board of Trustees in writing, should any member become delinquent or be expelled for cause by ~~action of~~ the Board of Trustees. These cards, parking pass(es), name tag(s), a Burgee, and a Directory will all be included in new member's packets which will be assembled by the Membership Committee and provided to the sponsor(s) who will present them to the new member(s).

Section 8. Marriage, Forming a Single Household, Divorce and Death:

~~When a single Active, Associate or Life member marries, the Member shall notify the Board of Trustees in writing so that the additional party to the Membership may be inducted without payment of further fees.~~

When a single Active Member forms a single household with another person, with or without marrying, the member ~~may~~shall notify the Board of Trustees in writing so that the other person may be added to the membership and inducted without payment of further fees. The members shall also designate the Managing Member.

In the event of a divorce or dissolution of a domestic partnership, the parties ~~to an Active, Associate or Life Membership, the retention of membership shall be determined by the parties of the divorce action. The party retaining membership~~ shall notify the Board of Trustees ~~of the determination~~ in writing as to who retains membership.

In the event of the death of one of the two persons who constitute an Active Membership, the surviving party may retain membership.

Section 9. Club Service Program

The Club Service Program requires certain members to contribute hours of work to the Club. All such members are responsible for fulfilling their CSP requirements annually, as required by their Membership Class, or paying for the hours not fulfilled on an hourly basis at a rate set by the Board. Members whose physical limitations prevent their fulfilling their CSP requirements may petition the Board for an exemption.

ARTICLE 4. GOVERNMENT

Section 1. Government

Except as provided by these bylaws, the Government of this Club shall reflect a separation of the Club's Governmental duties. The FlagBridge Officers ~~group~~ shall plan, manage, and attend to the social functions and obligations of Olympia Yacht Club. The Board of Trustees shall be responsible for conducting the business and ~~operations~~operation of the Club.

~~(A) BOARD OF TRUSTEES: The Board of Trustees shall consist of the Commodore, Secretary and six Trustees, elected from among active members who have been members of Olympia Yacht Club not less than two full years. The Trustees shall be elected for three year terms, staggered so that there will be two new Trustees elected each year. The Treasurer shall serve as an advisor to the Board of Trustees and shall attend all Board meetings. No member of the~~

Club shall hold two elected offices at the same time. Robert's Rules of Order shall govern the conduct at all meetings when not in conflict with these bylaws. **BOARD RESPONSIBILITIES:** The Board of Trustees shall be responsible for handling the financial business of the Club, maintenance, and operation of all facilities, setting of Club policy and conduct of all activities except the boating, social, and inter-club programs. They shall notify the membership of the hiring, rate of pay, and discharge of Club employees. They shall advise and instruct Club employees in the conduct of their duties through the respective chairs. Various elements of the Board's responsibilities may be delegated, but this shall not relieve the Board of Trustees from **the ultimate responsibility for these functions.**

~~(B) BOARD MEETINGS:~~ **The Board of Trustees shall meet once a month and at such other times as required to conduct Club business. The Board will annually elect a presiding, nonvoting Chairman, (except to break tie votes), from among the six elected Trustees. The Secretary shall attend all Board meetings and shall keep minutes. These minutes shall be posted and reported to the membership at the next general membership meeting.**

~~(C) MEMBERSHIP OVERSIGHT:~~ **Any action of the Board of Trustees may be modified or reversed by a two-thirds vote of the voting membership of the Club. Any member may call for the modification or reversal of any Board action by submitting a written request to the Secretary or Board Chair within 45 days following the meeting at which the Board's action was taken; such requests shall identify with specificity the challenged Board action and shall state the justification(s) for the reversal or specific modifications sought. The Board may of its own initiative grant the relief sought in any such request, or shall, within ten days of receipt, submit the matter to a vote under Article 4, section 1(G).**

~~To purchase, sell, mortgage, or dispose of Real Property a notice stating the proposition to be voted upon shall be mailed to all members in good standing and entitled to vote, not less than thirty days prior to the date set for the final ballot submission. Voting will be conducted under Article 4, section 1(G). A two-thirds vote of approval shall be required for such Real Property actions.~~

~~(D) VOTE OF CONFIDENCE:~~ **The Board of Trustees, or any member thereof, shall be subject to recall at any time by a "Vote of Confidence" by the membership. The proposal for a Vote of Confidence may be originated by any member of the Club, by submitting a written petition to the Secretary outlining the specific relief sought and the justification(s) therefore, and the action shall be deemed completed by a majority vote of those members voting. Voting will be conducted under Article 4, section 1(G).**

~~announcement of a special election for the purpose of electing a new Board of Trustees, contingent upon the loss of the Vote of Confidence by the incumbent Board of Trustees, shall be a part of the notice to the membership that a Vote of Confidence is to take place. Nothing in this section is to be construed as preventing nomination to a new Board of Trustees of any member of a retiring Board of Trustees.~~

~~(E)~~ (A) **INDEMNIFICATION:**

The Olympia Yacht Club shall indemnify each of its officers, trustees, ~~directors,~~ and employees whether or not they are then in office (and their executor, administrator, and heirs) against all reasonable expense actually, necessarily and reasonably incurred by them, including, but not limited to, judgment costs and counsel fees, in connection with the defense of any litigation, including any civil or administrative action, suit or proceeding, to which ~~he~~they may have been made a part because ~~he is~~they are or ~~was~~were a Trustee, Officer, ~~director~~ or employee of the Club. ~~He~~They shall have no right to reimbursement, however, in relation to matters to which ~~he~~has~~they have~~ been adjudged liable to the Club for gross negligence, gross intentional misconduct, or knowing violation of the law, in the performance of ~~his~~their duties. The right to ~~indemnify~~be indemnified for expenses shall also apply to ~~expense~~expenses of suits which are compromised or settled if the court having jurisdiction of the action shall approve such settlement, or a majority of the Board of Trustees, excluding those interested, vote such a settlement. As used in this paragraph an "interested" Trustee, Officer, ~~director~~ or employee is one against whom the proceeding in question or another proceeding on the same or similar grounds is or has been instituted.

~~(F)~~(B) ELECTRONIC BALLOTING:

Elections of Trustees and Club Officers, and of all ballot measures shall be conducted by the Secretary by electronic ballot sent to the e-mail address of the managing partner of each ~~Active or Life membership.~~Membership eligible to vote. All ballots shall include any statements submitted in support of ~~an officer~~a candidate, or in support or opposition to other ballot measures, and, in the case of Trustee and Officer positions on the ballot, shall also make provision for a write-in candidate.

The ballots shall be sent at least ten (10) days before the ballot closes. If a member cannot vote electronically, a paper ballot may be requested ~~that~~and must be submitted to the Secretary before the vote closes. Only one vote will be allowed per Membership. If a vote cannot be conducted electronically, a paper ballot shall be mailed to the address of record for each Membership at least twenty (20) days prior to the ballot closing.

All votes will be secret, will be tabulated electronically, and will be verified by at least two Trustees and/or Club Officers who are not on the ballot~~;~~. If paper ballots are used, the votes will be counted and verified by two Trustees and/or Club Officers who are not on the ballot. The results of the vote will be announced by the Secretary at the next ~~Board~~membership meeting, entered into the minutes of the meeting, and emailed to the membership.

Section 2. Officers

~~The Commodore, Vice Commodore, and Rear Commodore are the Flag Officers of the Club. They will proceed through the flag offices as long as they remain in an elective office of the Club.~~

~~The Elective Officers shall consist of the following:~~

~~(A) COMMODORE: The Commodore shall be elected from among the active members of the Club who have served at least two terms in an elective flag office previous to his nomination for Commodore. The Commodore shall not succeed himself but shall be eligible for re-~~

~~nomination and election as Commodore after being retired from that office for a period of at least one year. He shall preside at all meetings of the general membership and at all monthly Flag Officer meetings. He shall appoint those officers and committees responsible for the boating, social, and inter club programs and activities of Olympia Yacht Club and shall serve as Ex Officio member on his appointed committees. He shall report to and be a voting member of the Board of Trustees.~~

~~(B) VICE COMMODORE: The Vice Commodore shall be elected from among the active members of the Club who have served at least one term in an elective Flag Office previous to his nomination for Vice Commodore. He shall assist the Commodore in the discharge of his duties, and in the event of the Commodore's absence or disability, shall officiate in his stead.~~

~~(C) REAR COMMODORE: The Rear Commodore shall be elected from among the active members of the Club. He shall assist the Commodore and Vice Commodore in the discharge of their duties and in the event of their absence shall officiate in their stead.~~

~~(D) FLAG OFFICER RESPONSIBILITIES: The Flag Officer Group shall be responsible for handling the boating, social and inter club activities of Olympia Yacht Club. The Flag Officer Group shall meet monthly, approximately seven days prior to the monthly meeting of the Board of Trustees. Various elements of the Flag Officer Group's responsibilities may be delegated, but this shall not relieve the Flag Officer Group from the ultimate responsibility for these functions. The Flag Officer Group shall also approve the operating codes of all committees appointed by the Commodore.~~

~~SECRETARY: The Secretary shall be elected annually from among the active members of the Club and shall keep a true record of the proceedings of all meetings of the Club and the Board of Trustees. The Secretary shall handle all Club correspondence and perform such duties as are usually incumbent upon the office, or essential to the proper conduct of the Club and its affairs, or which may be imposed by the Board or Bridge from time to time or by these Bylaws. The Secretary shall be a voting member of the Board of Trustees and attend all meetings of the Board.~~

~~PAST COMMODORE: The immediate Past Commodore shall serve as an advisor to, and member of the Flag Officers Group. The immediate Past Commodore shall hold office for a period of one year until a new Commodore shall be inducted. In the event the immediate Past Commodore is unable to serve in office, the Board of Trustees shall elect any Past Commodore to this office.~~

~~FLEET CAPTAINS (1) SAIL and (1) POWER: The Fleet Captains shall be elected from the active members of the Club and shall act as the Commodore's executive officers in respect to the supervision of all boating related activities and shall be responsible for reporting those programs under their direction to the Board of Trustees and the Club members.~~

~~(E) FLAG OFFICERS APPOINTED COMMITTEES: The Bridge may appoint such committees as may be deemed necessary or appropriate.~~

~~(G)(C) BOARD ELECTION OF CLUB OFFICERS AND TRUSTEES APPOINTED COMMITTEE/POSITIONS:~~

~~The Board of Trustees shall appoint the following positions/committees and other committees that may be deemed necessary or appropriate:~~

~~Audit
Budget & Finance
Bylaws
Club House
Community & Governmental Affairs
Club Service Program (CSP)
Editorial
Environmental
Island Home
Juniors Program
Long Range Planning
Main Station
Membership
Moorage Master
Nominating
Reciprocal
Safety & Education
Sailing Education Program
Treasurer~~

~~The Board of Trustees shall appoint the above committees consisting of a minimum of three members each. Members shall be appointed for staggered three year terms. A member's term on a committee may be extended past the three year term limit by a majority vote of the Board of Trustees. Committee members shall only be removed by a majority vote of the Board of Trustees. The Board of Trustees shall also approve the operating codes of all Committees. All Committees shall advise the Officers and Trustees, making their studies available for their guidance. Before the beginning of the Club's fiscal year the committees shall prepare and submit a budget to the Budget & Finance Committee. It shall be the duty of each committee to report to the Board of Trustees and the membership any conditions or trends which it feels require the membership's attention.~~

Section 3. Board of Trustees

Duty and Authority:

~~(A) The Board of Trustees shall have the authority to approve the disbursement of Club funds, make assessments, arrange for their care and deposit, collection, compromise or settle claims for or against the Club, for which purpose it may retain counsel. The Board of Trustees exercises complete control over the funds, property, and business of the Club, except as otherwise provided by these Bylaws. It shall meet not less than once a month and at other such times as the Chairman on his own motion or on the written request of any two members thereof may direct. A Quorum for the purpose of transacting business shall consist of a~~

~~majority of the Board. In the event that any member of the Board shall absent himself without good and sufficient cause, of which the Board shall be the judge, from three consecutive meetings, the Board shall declare his office vacant and report its action to the Club at the next regular meeting. Any vacancy on the Board thus created shall be filled as prescribed in Section 5 (D).~~

~~The chair of the Board of Trustees and Secretary shall be authorized to sign and execute any and all contracts and agreements approved by the Board of Trustees and/or the membership. Dual signatures are required.~~

Section 4. Meetings and Order of Business

~~The following order of business shall be followed by the Chair, unless as a matter of expediency or a motion duly passed, it shall be departed from:~~

- ~~1. Roll call of officers~~
- ~~2. Minutes of the previous meeting of the Club are posted on the website.~~
- ~~3. Minutes of the previous meeting of the Board are posted on the website.~~
- ~~4. Reading of communications~~
- ~~5. Action on communications~~
- ~~6. Applications for membership (vote by Board of Trustees)~~
- ~~7. Reports of officers: Commodore, Vice Commodore, Rear Commodore, Fleet Captains, Past Commodore, Treasurer~~
- ~~8. Reports of committees~~
 - ~~(1) Unfinished business~~
- ~~9. Induction of new officers (June meeting only)~~
- ~~10. New business~~
- ~~11. Good and welfare of the Club~~
- ~~12. Adjournment~~

Section 5. Election of Officers

- 1) Nominations: At the regular March ~~Board~~ meeting the ~~Chairman~~Chair of the Board of Trustees shall call upon the nominating committee for its report. This committee shall consist of five Active Members of the Club, including at least one Past Commodore who shall be designated ~~Chairman~~Chair of the committee. All other members shall be active members in good standing during the preceding full two-year period. No member of the Club shall hold two elected offices at the same time. This committee shall render a full report at the next (April) ~~regular~~membership meeting of the Club, submitting a list of at least one nominee for each office, in writing, to the Secretary, who shall then read the list to the members present.

Nominations may then be made from the floor and the names of the nominees accepted by the Secretary, subject to the nominees' consent. All nominees must, at the time of their nomination, be qualified for the office for which they are nominated and be in good standing. Marital partners or two unmarried persons who constitute an Active or Life Membership may not hold office jointly nor serve on the same Board of Trustees. Formal

closing of the nominations will be the last order of business at the regular April ~~membership~~Board meeting each year.

- 2) Elections: Election of Trustees and Club Officers shall be held, pursuant to Article 4, section 1(~~GB~~), prior to the regular membership meeting of the Club in May of each year. Voting will close the day before the May membership meeting, and results of the voting will be announced at the May meeting. The candidates with the most votes shall be elected to the open positions. If there are two open positions, such as with the Board of Trustees, and the two top candidates are in a tie, then they will both be elected. In the event of a tie on any other position, a runoff vote on such position shall be held immediately after the meeting by electronic ballot with only the tied nominees on the ballot.
- 3) Induction of new Trustees and Club Officers: Shall take place at the regular membership meeting of the club in June, ~~required by Article 4, Section 4~~. All business of the Club thereafter shall be transacted by the new Officers.
- 4) Vacancy: Elections shall be held ~~at any regular meeting when a vacancy D. Vacancy: Elections shall be held whenever a vacancy occurs in any of the elective offices, after proclamation of the Commodore and due notice of at least one month to all members of the Club. In the event of death, permanent disability, or resignation of any elective officer, whenever a vacancy occurs in any elective office.~~ The Board of Trustees shall thereupon declare such office vacant, and thereafter hold a special election, pursuant to Article 4, section 1(~~GB~~), for the purpose of electing a qualified candidate to fill the unexpired term. Eligibility shall be as specified for the office declared vacant. Any officer having sold or otherwise disposed of his boat shall serve until his term expires. ~~No member may hold two elective offices at any one time.~~

Section 6.(D) REMOVAL FROM OFFICE

Any ~~flag officer~~Club Officer or Trustee may be ~~removed~~proposed for removal from office by written petition submitted by any member to the Secretary or Board Chair, ~~along with signed by at least 15 percent of the members eligible to vote. The petition shall include a statement in support of the petition, after notification to all members, and upon a two-thirds affirmative vote of the voting membership, conducted pursuant to Article 4, section 1(G). However, no such vote . The Officer or Trustee shall be taken until provided a reasonable opportunity has been given to the officer to appear, in their defense, before the Board of Trustees, which. The Board shall present its recommendation to the membership at the next regular Club membership Board meeting; the recommendation. The Secretary shall then conduct a vote of the Board, along with the membership pursuant to Article 4, section 1(B). The ballot shall include the Board's statement in support or opposition of the petition for removal, shall thereafter be included in the ballot for. The Officer will be removed and the office considered vacant upon a majority vote upon of the members voting.~~

(E) ANNUAL MEMBERSHIP MEETING

The Olympia Yacht Club Board of Trustees and Club Officers shall hold a meeting of the Club membership each September solely for the ~~petition~~ purpose of reporting to, and receiving input

and questions from, the membership. The meeting will be held at the Club house and be co-chaired by the Board Chair and the Commodore.

Section 2. Bridge Officers

The Commodore, Vice Commodore, and Rear Commodore are the Flag Officers of the Club. They will proceed through the flag offices as long as they remain in an elective office of the Club.

The Bridge Officers shall consist of the following:

(A) COMMODORE:

The Commodore shall be elected from among the active members of the Club who have served at least two terms in an elective Flag Office previous to their nomination for Commodore. The Commodore shall not succeed themselves but shall be eligible for re-nomination and election as Commodore after being retired from that office for a period of at least one year. The Commodore shall preside at all meetings of the general membership and at all monthly Flag Officer meetings. The Commodore shall appoint those officers and committees responsible for the boating, social, and inter-club programs and activities of the Olympia Yacht Club and shall serve as Ex Officio member on these appointed committees. The Commodore shall report to and be a voting member of the Board of Trustees.

(B) VICE COMMODORE:

The Vice Commodore shall be elected from among the active members of the Club who have served at least one term in an elective Flag Office previous to nomination for Vice Commodore. The Vice Commodore shall assist the Commodore in the discharge of such duties, and in the event of the Commodore's absence or disability, shall officiate in the Commodore's stead.

~~(F)~~(C) REAR COMMODORE:

The Rear Commodore shall be elected from among the active members of the Club. The Rear Commodore shall assist the Commodore and Vice Commodore in the discharge of their duties and in the event of their absence shall officiate in their stead.

(D) FLAG OFFICER RESPONSIBILITIES:

The Flag Officers shall be responsible for handling the boating, social and inter-club activities of Olympia Yacht Club. The Flag Officers meet monthly, approximately seven days prior to the monthly meeting of the Board of Trustees. Various elements of the Flag Officers' responsibilities may be delegated, but this shall not relieve the Flag Officers from ultimate responsibility for these functions. The Flag Officers shall also approve the operating codes of all committees appointed by the Commodore.

(E) PAST COMMODORE:

The immediate Past Commodore shall serve as an advisor to, and member of the Bridge. The immediate Past Commodore shall hold office for a period of one year until a new Commodore shall be inducted. In the event the immediate Past Commodore is unable to serve in office, the Board of Trustees shall elect any Past Commodore to this office.

~~(G)~~(F) FLEET CAPTAINS (1) SAIL and (1) POWER:

The Fleet Captains shall be elected from the active members of the Club and shall act as the Commodore's executive officers in respect to the supervision of all boating related activities and shall be responsible for reporting those programs under their direction to the Board of Trustees and the Club members.

(G) FLAG OFFICERS APPOINTED COMMITTEES:

The Bridge may appoint such committees as may be deemed necessary or appropriate.

Section 3. Board of Trustees

(A) BOARD OF TRUSTEES:

The Board of Trustees shall consist of the Commodore, Secretary and six Trustees, elected from among active members who have been members of Olympia Yacht Club not less than two full years. The Trustees shall be elected for three-year terms, staggered so that there will be two new Trustees elected each year. The Treasurer shall be appointed by the Board and serve as an advisor to the Board of Trustees and shall attend all Board meetings. Robert's Rules of Order shall govern the conduct at all meetings when not in conflict with these bylaws.

(B) SECRETARY:

The Secretary shall be elected annually from among the active members of the Club and shall keep a true record of the proceedings of all meetings of the Club and the Board of Trustees. The Secretary shall handle all Club correspondence and perform such duties as are usually incumbent upon the office, or essential to the proper conduct of the Club and its affairs, or which may be imposed by the Board or Bridge from time to time or by these Bylaws. The Secretary shall be a voting member of the Board of Trustees and attend all meetings of the Board.

(C) BOARD RESPONSIBILITIES:

The Board of Trustees shall be responsible for handling the financial business of the Club, maintenance, and operation of all facilities, setting of Club policy and conduct of all activities except the boating, social, and inter-club programs. They shall notify the membership of the hiring, rate of pay, and discharge of Club employees. They shall advise and instruct Club employees in the conduct of their duties through the respective chairs. Various elements of the Board's responsibilities may be delegated, but this shall not relieve the Board of Trustees from ultimate responsibility for these functions.

The Board of Trustees shall have the authority to approve the disbursement of Club funds, make assessments, arrange for their care, deposit, and collection, compromise or settle claims for or against the Club, for which purpose it may retain counsel. The Board of Trustees exercises complete control over the funds, property, and business of the Club, except as otherwise provided by these Bylaws.

The chair of the Board of Trustees and Secretary are authorized to sign and execute any and all contracts and agreements approved by the Board of Trustees and/or the membership. Dual signatures are required.

(D) BOARD MEETINGS:

The Board of Trustees shall meet once a month and at other times as the Chair may move, or upon the written request of any two members thereof. The Board will annually elect a presiding, nonvoting Chair, (except to break tie votes), from among the six elected Trustees. The Secretary shall attend all Board meetings and shall keep minutes. These minutes shall be posted on the Club website. A Quorum for the purpose of transacting business shall consist of a majority of the Board. In the event that any member of the Board shall be absent himself without good and sufficient cause, of which the Board shall be the judge, from three consecutive meetings, the Board shall declare this office vacant and report its action to the Club at the next regular meeting. Any vacancy on the Board thus created shall be filled as prescribed in Article 4, section 1(C)(4).

(E) MEMBERSHIP OVERSIGHT:

Any member may call for the modification or reversal of any Board action by submitting a written petition to the Secretary or Board Chair within 45 days following the meeting at which the Board's action was taken. This petition must be signed by more than 15 percent of the voting members; and shall specifically identify the challenged Board action and shall state the justification(s) for the reversal or specific modifications sought. The Board may of its own initiative grant the relief sought in any such request, or shall, within ten days of receipt, submit the matter to a vote under Article 4, section 1(B). The action may be modified or reversed by a two-thirds majority of those votes received.

To purchase, sell, mortgage, or dispose of Real Property a notice stating the proposition to be voted upon shall be e-mailed to all members in good standing and entitled to vote, not less than thirty days prior to the date set for the final ballot submission. Voting will be conducted under Article 4, section 1(B). A two-thirds majority of those votes received shall be required for such Real Property actions.

(F) VOTE OF CONFIDENCE:

The Board of Trustees shall be subject to recall at any time by a "Vote of Confidence" by the membership. The proposal for a Vote of Confidence may be originated by any member of the Club by submitting a written petition to the Secretary signed by at least 15 percent of the members eligible to vote. The petition shall outline the specific relief sought and the justification(s) therefore, and the action shall be deemed completed by a majority vote of those members voting. Voting will be conducted under Article 4, section 1(B). The announcement of a special election for the purpose of electing a new Board of Trustees, contingent upon the loss of the Vote of Confidence by the incumbent Board of Trustees, shall be a part of the notice to the membership that a Vote of Confidence is to take place. Nothing in this section is to be construed as preventing nomination to a new Board of Trustees of any member of a retiring Board of Trustees.

(G) BOARD OF TRUSTEES APPOINTED COMMITTEES:

The Board of Trustees shall establish committees that may be deemed necessary or appropriate for the operation of the Club. These committees are listed in Club Rule number 31.

The Board of Trustees shall appoint the committee chairs for terms not to exceed three years unless reappointed. Each committee should consist of at least three members selected by the

committee chair. A member of any membership class may serve on a committee. Committee chairs shall only be removed by a majority vote of the Board of Trustees.

Within the scope of their responsibilities, the committees shall advise the Board, pursue tasks assigned by the Board and submit a proposed budget to the Budget & Finance Committee prior to development of the annual budget. All operating codes of these Committees shall be approved by the Board.

(H) BOARD MEETINGS AND ORDER OF BUSINESS:

The following order of business shall be followed by the Chair, unless as a matter of expediency or a motion duly passed, it shall be departed from:

- (1) Call to order
- (2) Roll call of trustees
- (3) Approval of the minutes of the previous meeting
- (4) New member review & approval
- (5) Change of membership status (demit, liveboard, life, social etc.)
- (6) Non-member presentations
- (7) Commodore's report
- (8) Anchorette's report
- (9) Club manager report
- (10) Board Chair's report
- (11) OYC treasurer's report
- (12) Committee reports
- (13) Unfinished business
- (14) ~~7~~New business
- (15) Open communications from the floor
- (16) For the good of the order
- (17) Adjourn

Section 5. Salaries

Salaries shall not be paid to any officer of the Club except as voted by the Board of Trustees.

Section 8. Standing Committees

~~Shall be those as directed and appointed by the Board of Trustees.~~

Section 96. Auxiliaries

The Olympia Yacht Club, through the Board of Trustees, may authorize the formation of Auxiliaries with proven interest in furthering the boating skills and social welfare of the Club.

ARTICLE ~~54~~. CAP DEVICES AND PENNANTS

Section 1. Cap Devices and Burgee

The Club cap device shall consist of a round button enameled white bearing a blue star in the center of a white field. This button shall be worn in the center of a suitable officer's cap bearing

an emblem of two fouled anchors crossed over each other and passing through a gold circle in the center of a blue or black background with the anchor flukes down. The Club burgee shall consist of a suitable triangular flag pennant, having a white background, a red field with its larger measurement starting at the hoist and extending outward of one third of the length of the pennant and angling down and back to the hoist. A 5-pointed blue star shall be embossed in the center of the white field. All Active Members shall be entitled to fly this pennant while they remain in good standing in the Club.

Section 2. Commodore's Flag

Shall be a blue rectangular flag with a circle of ~~13~~thirteen white stars centered with a fouled anchor.

Section 3. Vice Commodore's Flag

Shall be a red rectangular flag with a circle of ~~13~~thirteen white stars centered with a fouled anchor.

Section 4. Rear Commodore's Flag

Shall be a white rectangular flag with a circle of ~~13~~thirteen red stars centered with a fouled anchor.

Section 5. Secretary's Flag

~~Shall be a white rectangular flag with crossed feather pens in the center.~~

Section 6. Others

Such official flags as may be approved for display by the Board of Trustees.

ARTICLE ~~65~~. REPEAL OF PREVIOUS BYLAWS

These Bylaws repeal all previous Bylaws and Amendments thereto of the Olympia Yacht Club.

ARTICLE ~~76~~. AMENDMENT OF BYLAWS

These Bylaws may be amended by the membership through the following procedure:

- (1) The Board of Trustees may consider Bylaws amendments for proposal to the membership:
 - (a) On its own initiative at a regularly scheduled Board of Trustees meeting, or
 - (b) On recommendation in writing from any Club member eligible to vote.

- (2) An amendment may be proposed to the membership by either:
 - (a) The Board of Trustees or
 - (b) If within 60 days after receipt of a recommended amendment in accordance with (1)b of this Article, the Board fails to approve the amendment for proposal to the membership, the amendment may be proposed by petition signed by at least ~~15%~~percent of the members eligible to vote. A petitioner shall present a copy of the petitioned amendment to the

Secretary. The Secretary shall verify that the petition satisfies the requirements of (1) and (2) of this Article at the next regularly scheduled Board of Trustees meeting.

- (3) Once the Board of Trustees approves its own or member recommended amendment for proposal to the membership or has received a verified petition for amendment under paragraph (2)(b), above, the Secretary shall then email the proposed or petitioned amendment to all members and arrange publication in the Club's Beachcomber newsletter and posting to the Club website of the proposed or petitioned amendment.
- (4) At the next regularly scheduled Board of Trustees meeting following the notice as provided in paragraph (3), above, the Trustees will review the proposed or petitioned amendment, and open the floor to discussion and entertain any changes deemed necessary to the text of the amendment; however, no changes may be made to the text of a petitioned amendment without the concurrence of the petitioner. The Board will then approve the final proposed or petitioned amendment for submission to a vote of the membership.
- (5) The Secretary shall email the final version of the proposed or petitioned amendment to all members and arrange for posting in and around the Clubhouse and on the Club website prior to the next regularly scheduled membership meeting, prior to which meeting a vote of the membership to approve the amendment shall be conducted under the provisions of Article 4, section 1(~~GB~~) with the vote closing on the day before the membership meeting. The proposed amendment shall be approved by a two-thirds affirmative vote of those members voting and the results shall be announced by the Secretary at this meeting.

ARTICLE 87. INTERPRETATION OF BYLAWS

These Bylaws shall be liberally construed and enforced by the Board of Trustees to foster the purposes of the Club as expressed herein.

ARTICLE 98. RULES AND REGULATIONS

The Board of Trustees shall have the authority to promulgate, amend, or repeal, Rules and Regulations ~~inconsistent~~consistent with the bylaws and for the good of the Club, which apply to the general membership of the Club, said rules to be enclosed under the same cover with the Constitution and Bylaws. Amendments to these Rules and Regulations may be acted upon at a regularly scheduled meeting of the Board of Trustees, under the following conditions:

- (1) At least two weeks' notice ~~is given~~ of a rule change ~~thereof in both of two methods~~shall be given by:
 - a. ~~by~~ reading ~~of~~ the proposed rule at the regular meeting of the membership, and
 - b. ~~by~~ posting the text of a rule for not less than two weeks at conspicuous places on Yacht Club property, and
 - c. notifying each voting member by email.

(2) Any interested member shall submit views in writing or orally at the Board meeting in which the proposed rules are to be adopted.