



Beaver Lake Sailing Club, Inc.  
 2019 Bylaws

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These Bylaws of Beaver Lake Sailing Club, Inc. were approved \_\_\_\_, 2019.

## Article 1 – Membership

### Section 1 - Definitions

#### Subsection A – Rights and Privileges

Rights and privileges for members may include full voting rights, use of Club property, the right to hold office, and the right to fly the Club burgee, dependent upon the membership class requested.

#### Subsection B – Seniority Date

A seniority date shall be assigned by the Board of Directors upon admission into the Club or change of membership class, dependent upon the membership class requested.

#### Subsection C – Good Standing

Members shall be considered in good standing if they are current on all fees and dues, in compliance with the Club Bylaws, Rules, regulations, and policies established by the Board of Directors, and meet all obligations as determined by the Board of Directors. Members must be in good standing in order to exercise the rights and privileges associated with their memberships. Members not in good standing are subject to the Code of Conduct.

#### Subsection D – Vote

A membership with voting rights shall have one vote, which may be split into equal portions.

#### Subsection E – Family

A family herein is defined as an individual, spouse, and dependents less than twenty-three (23) years of age.

#### Subsection F – Spouse

A significant other, mate or partner in a marriage, civil union or common law marriage.

### Section 2 – Membership Classes

Member(s) of the Club are obligated to follow all Bylaws, Rules, regulations, and policies and be in good standing in order to enjoy the rights and privileges associated with the membership class, for which they are approved by the Board of Directors.

#### Subsection A – Regular Membership

Regular membership shall include families and individuals who have full rights, privileges and an assigned seniority date, as approved by the Board of Directors.

#### Subsection B – Associate Membership

Associate members shall include individuals and families who do not store a sailboat on Club property but desire to participate in the Club, as approved by the Board of Directors. Associate members may participate in Club events and have use of Club property during Club events. Associate members may fly the Club burgee, do not have voting rights, do not have an assigned seniority date, may not hold office, may not leave personal property, including watercraft, on or attached to Club property.

#### Subsection C – Honorary Lifetime Membership

Honorary lifetime memberships may be granted in unusual and limited instances to regular members, who, by unanimous vote of the Board of Directors, have made an exceptional contribution to the Club or to the sailing community. Such memberships shall be granted for the life of the member. Honorary lifetime members retain the rights, privileges, and assigned seniority date of their original, regular membership. Applicable fees shall be assessed; however, dues shall be waived.

#### Subsection D – Honorary Guest Membership

Honorary guest memberships may be granted in unusual and limited instances to individuals, who, by unanimous vote of the Board of Directors, have made an exceptional contribution to the Club or to the sailing community. Such memberships shall be for a designated period of time. Honorary guest members may use Club property, do not have voting rights, do not have an assigned seniority date, may not hold office, may not leave personal property, including watercraft, on Club property, and may not fly the Club burgee. Applicable fees shall be assessed; however, dues may be waived.

#### Subsection E – Inactive Membership

Inactive membership is intended for members who no longer wish to use Club property but wish to maintain an affiliation with the Club. Inactive membership may be granted to regular members in good standing that have been members for at least (3) years, as approved by the Board of Directors. Members shall apply for inactive membership through approved notification mediums to the Board of Directors. An annual, non-refundable fee shall be assessed for a timeframe determined annually by the Board of Directors. Inactive members do not have voting rights, may not hold office, may not use Club property, may not leave personal property, including watercraft, on Club property, and may not fly the Club burgee. Inactive members may return to active membership without payment of an initiation fee.

### Section 3 – Additional Classes

The Board of Directors may establish additional classes of membership with approval of the voting membership according to the Alteration of Bylaws provided herein.

### Section 4 – Applications

All applications for membership shall be submitted to the Board of Directors for approval. Admission to membership shall require a majority vote of the Board of Directors. The application form, amount of the application fee, initiation fee, and dues to be submitted for each class of membership shall be as adopted by the Board of Directors. Initiation fees may be waived by majority vote of the Board of Directors.

### Section 5 – Surviving Spouse Benefit

The Board of Directors may offer to continue a membership, with the established seniority date, to a surviving spouse of any deceased member in good standing at the time of death of the member. A Spouse must be named on your membership application.

### Section 6 – Dependents

Dependents between 18 and 23 years of age of a member may apply for membership without payment of an initiation fee and be assigned a seniority date, dependent upon the membership class requested, as approved by the Board of Directors. To qualify, the member must be in good standing and have been a member for at least three (3) years. The

seniority date for dependents becoming regular members will be determined by the Board of Directors

#### Section 7 – Ownership

Owners and co-owners of watercraft on Club property shall be regular Club members with such privileges, unless otherwise approved by the Board of Directors by unanimous vote.

#### Section 8 – Watercraft

All watercraft located at Beaver Lake Sailing Club shall be approved by the Board of Directors.

#### Section 9 – Property

Club property may be open to guests of members in good standing, so long as such guests are personally accompanied by the member.

#### Section 10 – Code of Conduct

All members and their guests are required to conform to the provisions of these Bylaws, Club Rules, policies, regulations, and rules of conduct adopted by the Club. Any member considered by the Board of Directors to be in violation of the provisions of the Bylaws, Club Rules, regulations and policies, or for conduct considered to be injurious to the welfare of the Club, shall not be considered to be in good standing and may have action taken against them. Action may include suspension of various rights and/or privileges of membership for a period of time or expulsion from the Club without refund of dues and fees. Any member whose conduct is under consideration will be given (10) ten days' notice of the charges against them, so that he/she may appear and present evidence on his/her behalf at a Meeting of the Board of Directors. Action, up to and including suspension and expulsion, requires a two-thirds, majority vote of the Board of Directors.

#### Section 11 – Club Reciprocity

Club privileges shall be temporarily, or permanently, extended to visitors of other yacht clubs with approval of the Board of Directors.

#### Section 12 – Non-transferrable

No member shall sell, pledge, assign, or otherwise transfer his/her membership except as set out in these Bylaws.

### Article 2 – Fiscal Year

The fiscal year of the Club shall be from 1 January through 31 December.

### Article 3 – Meetings

#### Section 1 – Definition

A Meeting is a gathering of Club members to conduct club business and called to order by the Board of Directors

#### Section 2 – Annual Meeting

The Annual Meeting of the Club will be held in the month of December.

#### Section 3 – Board Meetings

Regular Meetings of the Board shall be held at times to be established by the Board of Directors and shall be held no less than quarterly.

#### Section 4 – Special Meetings

Special Meetings of the membership may be called at any time by a majority vote of the Board of Directors. The Rear Commodore shall be required to notify all members of any such Meeting sufficiently in advance to permit their attendance and prepare absentee ballots for those unable to attend if voting is required at the Meeting.

#### Section 5 – Procedure

All Meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

### Article 4 – Quorum

#### Section 1 – Board of Directors

A majority of members of the Board of Directors shall provide a quorum for any Meeting of the Board.

#### Section 2 – Membership

Twenty (20) percent of the qualified voting membership must be represented at a Meeting to provide a quorum for the conduct of Club business, election of officers, or other elections with exception of Alterations to Bylaws. Representation may include a proxy or an absentee ballot. Alteration of Bylaws shall require forty (40) percent of the qualified voting membership to be represented for a vote.

### Article 5 – Voting

#### Section 1 – Voting Members

Qualified voting members are Club members who have the right to vote according to their membership type and are in good standing with the Club.

#### Section 2 – Voting Procedures

Qualified voting members may vote as a quorum during Meetings as necessitated by the business of the Meeting. Votes may be cast by ballots or voice as determined by the Board of Directors, except for the Election of Board Members, Alterations of Bylaws, and Reversal of Board Decisions, which must be by ballot. If voting by ballot, electronic or paper, ballots shall be furnished by the Rear Commodore with instructions for proper submission and with sufficient lead time for members to receive, fill out, and submit the ballot prior to the time at which ballots are counted. Properly submitted ballots will be accepted by the Rear Commodore. If the Rear Commodore is not present, ballots will be accepted by the Commodore. If a ballot is submitted improperly, the ballot will be discarded upon receipt. If a ballot is submitted by multiple mediums, such as electronically and by paper mail, the paper ballot shall rule. Properly submitted ballots will remain unopened until ballots are counted. Any member may submit or reclaim his/her ballot up to the time when the Board Member conducting the Meeting declares that ballot submission is closed. In the case of election of Board Members, ballot submission ends at the Call to Order of the Annual Meeting. Votes shall be counted by two qualified voting members and verified by the Rear Commodore, none of whom shall have a conflict of interest pertaining to the vote or election. A plurality vote of the quorum of qualified voting members shall be required for adoption of what is proposed and Board Members, except for the Alteration of Bylaws and Reversal of Board Decisions.

Section 3 – Absentee Voting

Qualified voting members, who do not attend a Meeting, in which a vote or election will take place, may submit an absentee ballot or proxy. An official, absentee ballot must be properly submitted prior to the start of the Meeting, in which the vote or election is held, in order to be valid. Absentee ballots shall be furnished by the Rear Commodore with instructions on proper submission procedures and with sufficient lead time for absentee members to receive, fill out, and submit the ballot prior to the Meeting.

Section 4 – Voting by Board of Directors

The Board of Directors may conduct internal voting by any means and procedure decided by majority vote of the Board, such that all board members can participate, and a record of vote be kept.

Section 5 – Special Elections/Meetings

Special elections/meetings of the membership may be called at any time by a majority vote of the Board of Directors. The Rear Commodore shall be required to notify all members of any such meeting sufficiently in advance to permit attendance of all members and shall prepare absentee ballots for those unable to attend, if voting is required at the meeting.

Article 6 – Alteration of Bylaws

Section 1 – Petition or Committee

Alterations such as amendments, additions, and deletions to these By-laws may be proposed by petition signed by at least ten (10) percent of the voting members, or by a Bylaws Committee appointed by the Board of Directors. The petition(s), or recommendations of the Bylaws Committee, must be submitted in writing to the Board of Directors at a Meeting. The Board of Directors must act on the petition(s) or recommendation(s) within 90 days of submission by beginning the Alteration of Bylaws process.

Section 2 – Alteration of Bylaws

Proposed alterations to these Bylaws must be voted upon within one-hundred twenty (120) days of their submission in a Meeting. The Rear Commodore shall notify the membership of an upcoming vote within (30) days of the Meeting in which the proposed alterations will be voted upon. A two-thirds vote in favor of the alterations, by the qualified voting membership represented in the Meeting, shall be required for the proposed alterations to be adopted.

Section 3 – Notification of Results

The Rear Commodore shall notify the membership within thirty (30) days after the Meeting of the results of the vote.

Article 7 – Board of Directors

Section 1 – Board Members

The Board of Directors shall be composed of the following Board Members: Commodore, Vice Commodore, Rear Commodore, Immediate Past Commodore, Treasurer and four (4) Members-At-Large. Board Members shall be nominated and elected individually according to Article 8. The terms of all Board members shall be one calendar year from January 1 to December 31.

**Subsection A – Commodore**

The Commodore is responsible for the welfare of the Club. He/she shall preside at all Meetings of the Club at which he/she is present. He/she shall be chairperson of the Board of Directors, appoint committees and auditor(s) as required, and be ex-officio member of all committees.

**Subsection B – Vice Commodore**

The Vice Commodore shall be responsible for the general coordination and planning of the Club racing program. The Club racing program should include establishment of a race schedule, organization of special Club regattas, preparation of sailing instructions, coordination of committee boat staff and equipment (e.g. buoys, signal flags, stopwatch, horn), and procurement of trophies. He/she may appoint and supervise a Race Committee and other committees as required. The Vice Commodore is chairperson of the Membership and Racing Committees.

**Subsection C – Rear Commodore**

The Rear Commodore shall perform those duties normally assigned as club secretary, shall keep minutes of Club Meetings, retain permanent records of all Club activities, and conduct appropriate Club correspondence. He/she shall report a summary of the activities of the Club during the preceding year at the Annual Meeting next following his/her election. The Rear Commodore is chairperson of the Social Committee.

**Subsection D – Treasurer**

The Treasurer shall be responsible for the collection of all dues and any other amounts due to the Club. He/she shall promptly disburse Club funds in payment of properly authorized Club indebtedness at the direction of the Commodore except that all expenditures in excess of an amount set by the Board of Directors must have prior approval by the Board of Directors. He/she shall prepare statements of (1) receipts and expenditures for the fiscal year and (2) assets, liabilities, and capital as of the end of the fiscal year. Following the close of the fiscal year, copies of these statements shall be made available to each regular member upon request of the Treasurer for the year reported and the Treasurer elected for the next year after the year reported. The latter shall be responsible for auditing the financial records of the former before the end of the first month of the new fiscal year. If the treasurer is re-elected, the Commodore shall appoint and auditor. Records shall be kept up to date at all times. He/she shall report all members in arrears of dues or other indebtedness for more than (60) sixty days to the Board of Directors for such action as the Board deems necessary. The Treasurer shall be bound to operate in accordance with any policies and rules as specified by the Board of Directors, except when a prior contractual obligation, which cannot be changed or modified, exists. The Treasurer is chairperson of the Finance Committee.

**Subsection E – Immediate Past Commodore**

The Immediate Past Commodore shall act as an advisor to the Commodore and shall act as regatta chairperson and Club host at all special events held at the Club. Should the Immediate Past Commodore choose not to serve, an additional Member-At-Large may be elected to the Board of Directors.

**Subsection F – Members-At-Large**

Members-At-Large shall act as representatives of Club members at Meetings and provide leadership as needed, such as chairperson of a committee.

**Section 2 – Authority**

The Board of Directors shall have all general authority to manage the affairs of the Club, regulate the conduct of its members, make commitments for capital expenditures by the Club under the provisions of these Bylaws, and do all things which a Board of Directors might do for a corporation. All policies, rules, and regulations must be approved by the Board of Directors by majority vote.

**Section 3 – Liability**

No member of the Board of Directors, by reason of his/her membership, shall be liable to the public, or any member, or guest of a member for any negligent act or omission of the Club, and such member of the Board of Directors shall in no way be construed as an agent of the Club for any purpose whatsoever unless authorized by resolution of the Board of Directors.

**Section 4 – Succession of Office and Duties**

Offices vacated during the year shall be filled by the following order of succession of the Board of Directors: Commodore, Vice Commodore, Rear Commodore, Treasurer, and Members At Large. Offices that remain vacant because of the order of succession shall be appointed by the Board of Directors. In the event of temporary absence or disability of a Board Member, the duties of the absent or disabled Board Member shall be assumed by a Board Member(s), appointed by the Board.

**Section 5 – Meeting Attendance**

Any Board member who misses more than (3) three consecutive scheduled Meetings may be removed from office by a majority vote of the Board of Directors.

**Section 6 – Remuneration**

Remuneration of officers or others, if any, will be at the discretion of the Board of Directors.

**Section 7 – Removal of Board Members**

Upon recommendation by a majority vote of the Board of Directors, and a two-thirds vote of the qualified voting membership, any officer may be removed from office for cause, at a Special or Annual Meeting of the Club, on the agenda for which this proposed action has been included. If a Board Member is removed from office, the Board of Directors shall appoint a member to fill the position for the remainder of the term.

**Article 8 – Election of Board Members**

**Section 1 – Officer Eligibility**

A qualifying, voting member or spouse shall be eligible for election as a Board Member, but only one person from a membership may be eligible for election at any one time.

**Section 2 – Nomination**

Any member may nominate up to two members in good standing, upon their consent, for a position by submitting written notification to the Rear Commodore. The nomination period shall begin October 1st and end on October 31st.

### Section 3 – Procedure

Election of all Board Members shall be by plurality vote of those members represented in person or by absentee ballot or proxy. In the case of multiple Member-At-Large positions on the ballot, the candidates with the most votes win in order of descending number of votes. In the case of a tie election, the tie shall be broken with a coin toss officiated by the current Rear Commodore. The results shall be announced at the Annual Meeting. The Election date shall be in the month of December at the Annual Meeting as set by the Board of Directors. In the absence of a quorum at the Annual Meeting, the current Board of Directors shall remain in office until a special election can be conducted. The special election must be held within forty-five (45) days of the original election. Write-in candidates will be accepted for any position.

## Article 9 – Committees

### Section 1 – Appointments

The Commodore, with the approval by majority vote of the Board of Directors, shall appoint a chairperson for each of the following committees to serve for one (1) year or until their successors are appointed: Waterfront, House and Grounds, and other committees as needed. The chairperson of each committee shall appoint members to the committee as necessary.

### Section 2 – Removal of Committee Members

The Board of Directors may remove any committee member for cause at any time by majority vote.

### Section 3 – Standing Committees

#### Subsection A – Waterfront Committee

The Waterfront Committee shall see to the maintenance and repair of the harbor and recommend to the Board of Directors long-range projects as needed along the waterfront. This committee shall assign wet and dry slips of all watercraft at the Club.

#### Subsection B – House and Grounds Committee

The House and Grounds Committee shall see to the maintenance and repair of Club property and facilities, excluding the harbor. This committee shall recommend to the Board of Directors long-range projects as needed relating to Club property and facilities and schedule periodic workdays for the general membership.

#### Subsection C – Membership Committee

The Membership Committee, with the Vice Commodore as chairperson, shall be responsible for promoting memberships in the Club, shall prepare rules and policies for the application of potential members for membership status and perform publicity duties as needed.

#### Subsection D – Social Committee

The Social Committee, with the Rear Commodore as chairperson, shall be in charge of all entertainment in connection with regattas and special events or social functions held by the Club.

Subsection E – Race Committee

The Race Committee, with the Vice Commodore as chairperson, shall make arrangements for and appoint the operating officials for all regular Club races, and shall be responsible for the conduct of races, scoring, handicap systems, and recording and posting of race results.

Subsection F – Finance Committee

The Finance Committee, with the Treasurer as chairperson, shall prepare the annual budget to be submitted to the Board of Directors for approval. The Finance Committee shall also study possible means of additional income for the Club and, if necessary, arrange for financing and capital expenditure.

Article 10 – Finances

Section 1 – Schedule

All dues, fees, discounts, and penalties shall be established annually by the Board of Directors, with proration for new members at the discretion of the Board. Dues and fees may include, but not be limited to, membership dues, application fees, initiation fees, slip fees, and storage fees. Dues, fees, discounts, and penalties may be altered during any year by membership vote according to Article 5.

Section 2 – Initiation Fee

The Board of Directors may, at its discretion, charge or waive an initiation fee at the time membership applications are considered for approval.

Section 3 – Payment

Dues and fees shall be paid annually or monthly. If dues or fees are paid on an annual basis, a discount may be available for good payments received in accordance with procedures approved by the Board. If dues or fees are paid on a monthly basis, payments are due by the 15th of each month. Advance monthly payments may be accepted by the Treasurer, if tendered. Payments shall be made to the Treasurer in person or to the Club's mailing address. Payments received after the due date will be assessed a late payment penalty. Payments that are refused or returned for insufficiency of funds will also be assessed a processing penalty, in addition to the applicable late payment penalty. If assessed dues, fees, and/or penalties become sixty (60) days overdue twice in any consecutive twelve (12) month period, the member(s) shall be required to pay all dues and fees on an annual basis commencing the following calendar year, for at least one year. The Board of Directors may refund dues to members under extenuating circumstances with a majority vote.

Section 4 – Unpaid Dues and Fees

If any part of assessed dues and fees remain unpaid after ninety (90) days' notice, watercraft on Club property of the delinquent payer shall be secured and held in place on the Club property until all dues and fees are paid in full. Watercraft abandoned on Club property are subject to attachment for unpaid dues and fees.

Article 11 – Liability Provision

By application for and after approval of membership in the Beaver Lake Sailing Club, Inc., each member, for himself/herself, his/her spouse, his/her heirs, assigns, and guests specifically assume any risk inherent in any activity actually existing on the Club premises, shore line, and

water adjoining the same. The Club and its officers assume no liability whatsoever for any accident or resulting injury, whether personal or otherwise, in the operations and maintenance of the Club or activities in connection therewith, or for any equipment owned or operated by the Club. Each member agrees specifically for him/herself, his/her heirs, assigns, partners, and guests to hold harmless the Club and its officers from any and all liability in connection with any and all Club activities or use of the Club equipment, Club premises, or personal property. Each member, or membership applicant, will sign the proper waiver provided by the Club. The waiver, assumption and indemnification, remains in force as long as the member is affiliated with the Club.

#### Article 12 – Registration

All watercraft on Club property shall be registered or Documented in accordance with the State of Arkansas or the United States federal government and carry insurance in accordance with Club Rules and the State of Arkansas. Owners of watercraft that do not have current registration or federal Documentation, and insurance, shall be assessed a fee set by the Board of Directors. If registration and/or Documentation, and insurance, are not current after ninety (90) days' notice, the member shall not be in good standing with the Club.

#### Article 13 – Club Rules

The Board of Directors shall set forth Club Rules that govern the use of Club property. Club Rules shall be reviewed and updated as deemed necessary by the Board of Directors.

#### Article 14 – Notice

Wherever notice is called for in these Bylaws, such notice shall be deemed sufficient if mailed via U.S. Mail to the record address of the member, or via e-mail to the record e-mail of the member. Notices shall be deemed given when mailed or e-mailed.

#### Article 15 – Reversal of Board Decisions

Any decision of the Board of Directors may be over-ruled by a majority vote of the Club membership at a Club Meeting or by petition, if the following conditions are met:

1. A written petition is signed by, or in behalf of, at least (20) twenty percent of the qualified voting membership to over-rule the decision of the Board,
2. The written petition is submitted to the Rear Commodore, and
3. The written petition passes a majority vote of the qualified voting membership.

If these conditions are met, then all implementation of the Board decision shall cease. If the next scheduled Club Meeting is within (30) thirty days of petition submission, there shall be a vote at the next scheduled Meeting. If no Club Meeting is scheduled within (30) thirty days of petition submission, the Rear Commodore shall notify the membership of the petition within 3 days of petition submission, at which time, voting procedures enumerated in Article 5 take effect. The ballot submission deadline is twenty (20) days after petition submission.

#### Article 16 – Effect

These Bylaws shall take effect on the date of their adoption by the Club and shall supersede all preceding Bylaws of the Club.

END