



Beaver Lake Sailing Club, Incorporated

Bylaws

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ARTICLE I – MEMBERSHIP

Section 1. Classes of Membership

- a. Regular membership shall include those families and individuals approved by the Board of Directors and shall have full rights and privileges, and be subject to all obligations.
 - i. Regular members in good standing shall have full voting rights, the right to hold office, the use of Club facilities, and the right to fly the Club burgee.
 - ii. Regular members shall be considered in good standing if they are current on all fees and dues, in compliance with the Club By-Laws, rules, and policies established by the Board of Directors, and meet all obligations as determined by the Board of Directors.
 - iii. Regular membership shall include the member (Applicant), domestic partner, family dependents, and unmarried children under the age of twenty-three (23), who reside with the Applicant.
 - iv. A regular membership shall have one vote which may be split.
 - v. In the case of a divorce or dissolution of partnership, the Board may recognize a valid court order assigning membership rights to the former partner. That former partner shall succeed to the membership of the withdrawn member and shall be immediately eligible for all rights, privileges, and obligations of membership. The partner not retaining membership may apply for membership without payment of the initiation fee and shall retain the same seniority date. In the absence of a court order or dissolution agreement, the original Applicant shall retain the membership.
 - vi. The Board of Directors may offer to a surviving domestic partner of any deceased member in good standing at the time of his/her death the option to continue the membership and retain the same seniority date.
 - vii. Each adult-aged child (18 years or older) of a regular member may apply for regular membership without payment of an initiation fee. In order to waive the initiation fee, the regular member must have been a member for at least (3) years and currently a member in good standing.

- b. Associate members shall include those individuals approved by the Board of Directors. Associate members can participate in Club races and have use of Club facilities only on Club race days and the day of the Club Awards Dinner. Associate members do not have voting rights, cannot hold office, cannot use

Club equipment, cannot leave a boat on or attached to Club property, and cannot fly the Club burgee. Associate members are subject to the rules and policies established by the Board of Directors.

- c. Honorary memberships may be granted in unusual and limited instances to regular members, who, in the unanimous opinion 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 members have full privileges in the Club including voting rights, but may not hold office. No dues will be assessed, but slip fees will be charged. Honorary members are subject to the rules and regulations established by the Board of Directors.
- d. Inactive membership is available for regular members in good standing who no longer wish to use the facilities of the Club. He/she may apply for inactive membership through a letter to the Board of Directors. Inactive membership shall continue as long as the yearly fee established by the Board of Directors has been paid. Should that fee be (60) sixty days delinquent, the inactive membership may be terminated by the Board of Directors. Inactive members shall retain their seniority date in the Club and may return to regular membership without payment of any initiation fee. Inactive members do not have voting rights, cannot hold office, cannot use Club equipment, cannot leave a boat on or attached to Club property, and cannot fly the Club burgee.

Section 2. The Board of Directors may, with the approval of the members, establish additional classes of membership.

Section 3. 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 initiation fee, and dues to be submitted for each class of membership shall be as adopted by the Board of Directors.

Section 4. Each owner/co-owner of sailboats located at Beaver Lake Sailing Club shall be regular members.

Section 5. All sailboats located at Beaver Lake Sailing Club shall be approved by the Board of Directors.

Section 6. All Club facilities are open to all guests of any regular or honorary member in good standing so long as such guests are personally accompanied by the member. The Club assumes no responsibility for guests or their property.

Section 7. All members and their guests are required to conform to the provisions of these By-Laws and such rules of conduct as are adopted by the Club. Any member considered by the Board of Directors to be in violation of the provisions of the By-Laws or Club rules and policies, or for conduct considered to be injurious to the welfare of the Club, may be suspended from rights and privileges of membership for a limited time or

expelled from the Club without refund of dues. Any member whose conduct is under consideration will be given (10) ten days written notice of the charges so that he/she may appear and present evidence in his/her behalf at a meeting of the Board of Directors. Such suspension or expulsion requires a two-thirds majority vote of those present and voting at a meeting of the Board of Directors.

Section 8. Club privileges shall be temporarily extended to visitors of other yacht clubs which by resolution or by-laws provide for the extension of reciprocal privileges to members of the Beaver Lake Sailing Club, Inc.

Section 9. No member shall sell, pledge, assign, or otherwise transfer his/her membership except as set out in these By-Laws.

ARTICLE II - FISCAL YEAR

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

ARTICLE III – QUORUM

Section 1. A majority of the members of the Board of Directors shall provide a quorum for any meeting of the Board.

Section 2. Twenty (20) percent of the qualified voting membership represented in person or by absentee ballot or proxy shall provide a quorum for the conduct of Club business at any meeting or election of officers or other election except amendments, additions, or deletions to the By-Laws. In the absence of a quorum, the current Board of Directors shall remain in office until a special election can be conducted. This election must be held within forty-five (45) days of the original election.

Section 3. For the purposes of amendments, additions, or deletions to these By-Laws, a quorum shall be forty (40) percent of the qualified voting membership represented in person or by absentee ballot or proxy.

ARTICLE IV - VOTING

Section 1. Those regular and honorary members in good standing not attending an annual or special meeting may submit an absentee ballot or proxy to the Rear Commodore, or in his/her absence, to the Commodore.

Section 2. An absentee ballot must be submitted on an official ballot which shall be furnished by the Rear Commodore. Such ballot shall be enclosed in an envelope which has been marked "Ballot" and legibly signed on the face of the envelope. The ballot itself should not be signed. Properly signed ballot envelopes will be accepted by the

Rear Commodore up to the start of the meeting. If a ballot envelope is not signed, it will be discarded, unopened, on receipt. Properly signed ballot envelopes will be held unopened until ballots are counted. Any member may reclaim his/her ballot envelope up to the start of the meeting.

Section 3. Proposed changes, amendments, or deletions to these By-Laws must be voted upon within ninety (90) days of their receipt in a general membership meeting. The Rear Commodore shall notify the membership within (30) days of the general membership meeting of proposed changes in the By-Laws and provide an absentee ballot. A two-thirds vote of those voting shall be required for the proposed amendment(s), addition(s), or deletion(s) to be adopted.

Section 4. Absentee ballots must be received by the Rear Commodore prior to any general membership meeting where the voting on propositions, elections, or By-Law revisions is addressed.

ARTICLE V - AMENDMENTS, ADDITIONS, DELETIONS

Section 1. Amendments, additions, and deletions to these By-Laws may be proposed by petition signed by at least ten (10) percent of the voting members. The petition must be submitted in writing to the Board of Directors at a legally constituted meeting.

Section 2. The membership shall be notified of the results of any vote within thirty (30) days after the vote.

ARTICLE VI – OFFICERS

Section 1. The officers of the Club shall consist of the Commodore, Vice Commodore, Rear Commodore, Treasurer, and Immediate Past Commodore.

Section 2. 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 as are required, and be ex-officio a member of all committees.

Section 3. The Vice Commodore shall assume the office and title of Commodore in the case of the vacancy from any cause in that office, and shall assume the duties of the Commodore in case of the temporary absence or disability of the latter. The Vice Commodore shall be responsible for the general coordination and planning of the Club racing schedule and special Club races, the preparation of sailing instructions, and for committee boat organization and equipment (buoys, signal flags, stopwatch, horn, or cannon, etc.), and shall make arrangements for the procurement of trophies. He/she may appoint a Race Committee and a Protest Committee and supervise their activities.

Section 4. The Rear Commodore shall assume the office and title of Commodore in the case of vacancy from any cause in that office, should the Vice Commodore not be able to do same, and shall assume the duties of the Vice Commodore in case of the temporary absence or disability of the Vice Commodore. The Rear Commodore shall perform those duties normally assigned the Club Secretary, shall keep minutes of Club meetings, retain permanent records of all Club activities, and conduct all Club correspondence. On April 1 of each year the Rear Commodore shall compile and distribute to all members a complete list of active members as of that date. He/she shall report at the annual meeting next following his election, a summary of the activities of the Club during the preceding year.

Section 5. 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 of 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 an 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.

Section 6. The Immediate Past Commodore shall act as an advisor to the Commodore and shall act as regatta chairperson at all special events held at the Club, such as invitational regattas and area eliminations for US Sailing championships. He/she shall represent the Club and act as Club host at special class events held at the Club, such as district, inter-districts, etc.

Section 7. Remuneration of officers or others, if any, will be at the discretion of the Board of Directors.

Section 8. Upon recommendation by a majority of the Board of Directors, and a two-thirds vote of the Club members voting, at a special or annual meeting of the Club, on the agenda for which this proposed action has been included, any officer may be removed from office for cause. In the event of such removal the Board of Directors shall appoint a member to fill the position for the remainder of the term.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the Commodore, Vice Commodore, Rear Commodore, Immediate Past Commodore, Treasurer, and two members-at-large nominated by the process outlined in Article VIII, Section 4. Each of these positions is elected at the annual meeting.

Section 2. 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 By-Laws, and do all things which a Board of Directors might do for a corporation.

Section 3. No member of the Board of Directors, by reason of his 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. Should the Commodore succeed himself/herself in office, the Immediate Past Commodore may serve as long as the present Commodore remains in office without standing for election. Should the Immediate Past Commodore choose not to serve, a third member-at-large may be elected to the Board of Directors.

Section 5. Offices vacated during the year shall be filled by appointment of the Board of Directors. In the event of a vacancy in the office of Commodore, the Vice Commodore will become Commodore, the Rear Commodore will become Vice Commodore, and a new Rear Commodore appointed.

Section 6. Members-at-large shall each be appointed chairperson of a standing committee of the Club and shall be responsible for the successful functioning of that committee.

Section 7. 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.

ARTICLE VIII - ELECTIONS

Section 1. A regular member or domestic partner shall be eligible for election as an officer or member-at-large, but only one person from a membership may be eligible for election at any one time.

Section 2. Election of all officers and members-at-large shall be by majority vote of those members represented in person or by absentee ballot or proxy and the results announced at the annual meeting. The term of office is January 1st until the next December 31st. Election date shall be in the month of December at the annual meeting

as set by the Board of Directors. Absentee ballots and the slate of candidates, prepared by the Rear Commodore shall be mailed to the membership (20) twenty days prior to the date set for the election. Write-in candidates will be accepted for any position.

Section 3. Any member may nominate up to two members in good standing, upon their consent, for up to two positions by submitting written notification to the Rear Commodore. The nomination period shall begin October 1st and end on October 31st.

ARTICLE IX – MEETINGS

Section 1. The annual meeting of the Club will be held in the month of December.

Section 2. 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 3. 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 4. All meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

ARTICLE X - STANDING COMMITTEES

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

1. Waterfront
2. House and Grounds
3. Membership
4. Social
5. Racing
6. Finance

Section 2. The Board of Directors may remove any committee member for cause at any time by majority vote.

Section 3. The Waterfront Committee shall see to the maintenance and repair of the docks and boat ramp and recommend to the Board of Directors any long-range projects needed along the waterfront. This committee shall assign wet and dry storage of all boats at the Club.

Section 4. The House and Grounds Committee shall see to the maintenance and repair of the clubhouse, pavilion, workshop, parking areas, and roadways. This committee shall recommend to the Board of Directors any long-range projects needed relating to those facilities in their care and schedule periodic work days for the general membership.

Section 5. 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.

Section 6. 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.

Section 7. 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.

Section 8. 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 XI - DUES AND FEES

Section 1. All dues and fees shall be determined annually by the Board of Directors with proration for new members at the discretion of the Board. Dues and fees may be altered during any year only by a majority vote of the membership voting in person or by absentee ballot or proxy at a meeting of the membership.

Section 2. The Board of Directors may, at its discretion, charge an initiation fee at the time of application for regular memberships.

Section 3. Membership dues and storage fees may be made by annual or monthly payments. A discount as set by the Board of Directors is available for each fee, if the fee is paid on an annual basis. To receive benefit of the annual payment discount, good payment has to be received, electronically transferred or postmarked by January 15. New members may receive benefit of a prorated annual discount if they tender the prorated annual fee with their membership application. If the January 15 deadline is not met or if a new member does not tender the prorated annual fee payment with his/her membership application, then the fees are determined by the current monthly rate as set by the Board of Directors and the discounted annual payment rates are not available until the following year for that member. Payments are to be made to the Treasurer in

person or to the Treasurer's place of Club business. Monthly payments are due and payable by the 15th of each month. Advance monthly payments will be accepted by the Treasurer, if tendered. Payments received after the due date will be assessed a late penalty. Payments which are refused or returned for insufficiency of funds will also be assessed a processing penalty in addition to any applicable late fee penalty. The late fee penalty and processing penalty are determined by the Board of Directors. Any member whose membership dues, storage fees and/or assessed penalties become more than sixty (60) days overdue twice in any consecutive twelve (12) month period shall be considered not in good standing and subject to loss of privileges, loss or reassignment of slips/and or removal from the Club by the Board of Directors. Additionally, any member who becomes sixty (60) days late in payments twice in any consecutive twelve (12) month period shall be required to pay all dues and fees on an annual basis commencing the following calendar year, for at least one year.

Section 4. The Waterfront Committee, with the approval of the Board of Directors, shall have the authority to relocate any wet storage or dry storage boats from one berth-or parking area to another as deemed necessary.

Section 5. Boats left in wet or dry storage are subject to attachment for unpaid dues or fees. If, after ninety (90) days' notice, any part of dues and fees remain unpaid, any boat on Club property shall be secured and held in place on the Club property until all dues and fees are paid in full.

ARTICLE XII - LIABILITY PROVISION

By application for and after approval of membership in the Beaver Lake Sailing Club, Inc., each member, for himself, his heirs, assigns, and domestic partner, specifically assumes 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, and domestic partner, 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 or Club premises. Each member, or applicant for membership, will sign the proper waiver provided by the Club. The waiver, assumption and indemnification, is to be in force as long as the member is affiliated with the Club.

ARTICLE XIII –REGISTRATION

All boats on Club property shall be registered in accordance with the Statutes of the State of Arkansas or federally documented. Any boat not so registered shall be removed from the premises by the owner on demand of the Board of Directors.

ARTICLE XIV - CLUB RULES

The Board of Directors shall set forth a set of Club rules governing the use of grounds, buildings, equipment, and docks. The Club rules shall be reviewed and updated as deemed necessary by the Board of Directors.

ARTICLE XV – NOTICE

Wherever notice is called for in these By-Laws, such notice shall be deemed sufficient if mailed U.S. Mail postage pre-paid to the record address of the member. Notices shall be deemed given when mailed.

ARTICLE XVI - REVERSAL OF BOARD OF DIRECTORS' DECISIONS

Any Board of Directors' decision can be over-ruled by a majority vote of the Club membership at a Club meeting. Also, Board decisions can be over-ruled by the following procedure: a written petition for a membership vote of the Board decision given or mailed to the Rear Commodore and signed by, or in behalf of, at least (20) twenty percent of the membership in good standing shall cause all implementation of the Board decision to cease. If the next scheduled Club meeting is within (30) thirty days, there shall be a ballot vote at that meeting. If no Club meeting is scheduled within (30) thirty days, the Rear Commodore shall mail ballots with the question described thereon to the members. Such mailing shall be within (3) three days of receipt of the petition. Ballots received within (20) twenty days of the mailing shall be counted, and a majority of these shall prevail.

ARTICLE XVII – EFFECT

These By-Laws shall take effect on the date of their adoption by the Club, and shall supersede all preceding By-Laws of the Club.

END