

Astoria Yacht Club

BY-LAWS

ARTICLE I: Name

The name of this corporation is the Astoria Yacht Club (“Club”).

ARTICLE II: Offices and Registered Agent

Section 1. The location of the principal office of the Club shall be in the City of Astoria, County of Clatsop, State of Oregon.

Section 2. The registered agent for the Club shall be the Commodore, whose address is P. O. Box 323, Astoria Oregon.

ARTICLE III: Purpose.

Section 1. The purpose of the Club shall be to engage in any lawful activity, none of which are for profit, for which corporations may be organized under the appropriate chapters of the Oregon Revised Statutes and Section 501 c (3) of the Internal Revenue Code of 1954 (or their corresponding future statutes).

Section 2. The Club’s *primary purposes shall be:*

- (a) *to promote general interest in the sport of boating.*
- (b) *to provide facilities for the use of members and guest*
- (c) *to provide activities which support the good of the general community and enrich the lives of the members through service and social opportunities.*

ARTICLE IV: Membership

Section 1. Classes and Entitlement. There shall be two classes of members in this Club “Full Membership” and “Associate Membership”.

(a) Full membership:

1. Each member shall be entitled to one vote on all matters for which a membership vote is required by the law or the Club’s Articles of Incorporation or the Club’s Bylaws. Where a family unit is represented by a single membership, only one adult member of that family unit is entitled to vote on Club membership matters.
2. Members shall be eligible for a seat on the Astoria Yacht Club board.
3. Members shall have the privilege of flying the club burgee
4. Members are entitled to reciprocity privileges with those yacht clubs participating in this program.

5. Members may rent the club room when available with a club member discount.
6. Members may attend all club functions and activities.
7. Members may have access to the Wi-Fi system.
8. Members will be sent the monthly club newsletter.
9. Members are invited to all board meetings.
10. Members are expected to donate five hours of their time at club functions.
11. Members will be issued a club bumper sticker.
12. Members will be sent an annual membership roster.
13. Member dues will be \$250.00 per year with a \$60.00 application fee.

(b) "Associate" membership is only offered to first time applicants.

1. "Associate" membership is limited to a one year period.
2. An "Associate" membership has no voting privilege or reciprocity.
3. "Associates" will have Clubroom access only in the company of a full member.
4. "Associates" may attend all club functions and activities.
5. "Associates" are invited to all board meetings.
6. "Associates" will receive the monthly club newsletter.
7. "Associates" will be issued a club bumper sticker.
8. "Associates" will be sent an annual membership roster.
9. "Associate membership" dues will be \$100.00 per year. Associate members will not be charged the \$60.00 application fee when converting to full membership.

Section 2. Qualifications for Membership. Any person may become a member of the Club by making written application to the Board of Directors who must approve said application and by paying all membership fees and dues a determined by the Board of Directors.

Section 3. Dues and Fees. The Board of Directors shall from time to time determine the amount of all membership dues and fees.

Section 4. Expulsion. A member may be expelled by the Board of Directors after giving the member at least 15 days' written notice of the expulsion and the reasons for the expulsion. The member in question shall be given the opportunity to be heard by the Board of Directors, orally or writing, at least 5 days prior to the effective date of the expulsion. A written notice of expulsion must be given by first class or certified mail, sent to the last known address of the member as shown on the Club's records. The decision by the Board of Directors shall be final and shall not be subject to any review or appeal by any court of any other person.

Section 5. Annual Meeting. The annual meeting of the members of this Club shall be held on the date and at the place determined by the Board of Directors. The annual meeting of the members must be held no later than November 30 of each calendar year. The sole purpose of the annual meeting is to elect Directors for the Club. In order to be eligible to vote at the annual meeting, full members must be current and in good standing. (Amended April 30, 1997)

Section 6. Special Meetings. Special meetings of the members of this Club may be called by the Board of Directors or by petition of no less than ten full members by demand signed, dated and delivered to the Secretary. Such petition shall describe the purpose of the special meeting.

Section 7. Notice. Notice of all meetings of the members shall be given to all members at the last known address of record, by first class mail at least 7 days before the meetings, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place and purpose of the meeting.

Section 8. Quorum and Voting. The full members present at an annual meeting plus those who have voted by mail shall constitute a quorum. Those full members present at a special meeting shall constitute a quorum. Action is taken when a majority of those full members present vote affirmatively. Ballots for the election of Directors at the annual meeting must be sent to all full members of the Club at least 30 days prior to the annual meeting.

Section 9. Proxy Voting and Voting by Mail. There shall no voting by proxy but full members may vote for the election of Directors at the annual meeting by mailing their ballots to the appropriate person. Members may not vote by mail at special meetings of the membership.

ARTICLE V: Board of Directors

Section 1. Duties. The affairs of this Club shall be managed by the Board of Directors.

Section 2. Chairperson. The Board shall elect a chairperson to conduct the meetings and perform other duties required by the Board. Generally the Chairperson will be the Commodore.

Section 3. Number. The number of Board members may vary between a minimum of 3 and a maximum of 15. The exact number will be fixed from time to time by resolution of the Board.

Section 4. Term. The term of office for Board members shall be one year. A Board member may be re-elected without limitation on the number of terms he or she may serve. The full members of the Club elect the Board of Directors at the annual meeting.

Section 5. Removal. Any and all Board members may be removed, with or without cause, at a meeting called for that purpose only, by a vote of a majority of the full members entitled to vote at an election of Board members.

Section 6. Vacancies. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the number of Board members then on the Board of Directors.

Section 7. Quorum and Voting. A quorum at the Board meeting shall be a majority of the number of all Board members in office immediately before the meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of the Directors present. Where law requires the affirmative vote of a majority of the Directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is taken by that majority or required by law.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place determined by the Board. No notice of the date, time or purpose of these meetings is required.

Section 9. Special Meetings. Special meetings of the Board shall be held at the time and place determined by the Board. Notice of special meetings of the Board describing the date, time and place and purpose of the meeting shall be delivered to each Board member personally or by telephone or by mail not less than two days prior to the special meeting.

Section 10. Meetings by Telecommunication. Any regular or special meeting of the Board may be held by telephone or other telecommunications as long as Board members can hear each other.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all Board members.

ARTICLE VI: Committees:

Section 1. Executive Committee. The Board of Directors shall appoint an Executive Committee composed of the Commodore, Vice Commodore, Secretary and Treasurer. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions. The actions of the Executive Committee must be reported to the Board of Directors at the next following Board meeting and must be approved by the Board.

Section 2. Nominations Committee. A Nomination Committee shall be appointed by the Board of Directors to recommend persons for election to the Board. This Committee must report its recommendations to the Board of Directors at least 60 days prior to the annual meeting.

Section 3. Other Committees. The Board of Directors may establish such other committees, as it deems necessary and/or desirable.

Section 4. Powers of Committees. The Board of Directors will define the powers of each Committee except those of the Executive Committee.

ARTICLE VII: Officers.

Section 1. Titles. The officers of this Club shall be a Commodore (President), Vice Commodore (Vice President), Secretary and a Treasurer. The Board of Directors may appoint such other officers, as it deems appropriate.

Section 2. Election. The Board of Directors at its first meeting following the annual meeting of members shall elect the officers of the Club to serve a one-year term. Officers may be re-elected without limitation as to the number of terms he or she may serve.

Section 3. Vacancies. A vacancy in the office of the Commodore or the Secretary must be filled not later than the first regular meeting of the Board of Directors following the occurrence of the vacancy.

Section 4. Duties of Officers. The Board of Directors shall define the duties of officers from time to time. However, the Commodore shall perform the duties as president of the Club as those duties are usually defined by law. The Vice Commodore shall

perform those duties usually performed by a vice president as defined by law. The Secretary and the Treasurer will perform those duties as usually defined by law.

ARTICLE VIII: Indemnification.

This Club will provide to the best of its ability insurance policies to protect the Directors, Officers and all members from any liability arising from accidents, etc. occurring during Club events.

ARTICLE IX: Fiscal Year.

The Club's fiscal year shall be the period beginning January 1 and ending December 31.

ARTICLE X: Amendments to Bylaws.

These Bylaws may be amended, repealed or replaced by the Board of Directors by an affirmative vote of all Directors present at a regular or special meeting of the Board if a quorum is present.

AMMENDED: 31, October, 2022