

NYCLB BYLAWS

As Amended and Restated 2010

ARTICLE I: NAME:

Section 1: The NAVY YACHT CLUB LONG BEACH is a non-profit mutual benefit corporation organized under the California Non-profit Mutual Benefit Corporation Law of the State of California with a tax exempt status under provisions of section 501 (C) (7) of the Internal Revenue Code and is an organizational member of the U.S. Naval Sailing Association. Within these Bylaws it shall be referred to as “the Club.”

ARTICLE II: OBJECTIVES:

Section 1: The primary objective of the Club is to provide a competitive identity for the active duty, retired, reserve, national guard and veteran military community of the greater Los Angeles and Orange County areas.

Section 2: To promote opportunities for CLUB members to participate in all types of boating activities and related social functions, encouraging interaction between members of this club and those of other yacht clubs and boating organizations.

Section 3: To promote seamanship, water safety and clean boating.

Section 4: To support, participate in, and conduct Corinthian activities such as racing, cruising, parades, displays, and waterfront social events.

Section 5: To encourage and assist commanding officers in the promotion of boating and sailing as a part of the recreational services program.

Section 6: To engage in any related lawful act or activity for which a corporation may be organized under the California Non-profit Mutual Benefit Law and shall not, except to any insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the objectives of this corporation or carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (C) (7) of the Internal Revenue Code.

ARTICLE III: OFFICERS:

Section 1: Flag Officers: The Flag Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, and Fleet Captain. The Flag Officers are elected annually as provided in Article V, Section 3.

Section 2: Junior Staff Commodore: The immediate past Commodore shall be designated as Junior Staff Commodore and shall serve as a Director-at-large during the year such designation is in effect.

Section 3: Staff Officers: The Commodore shall appoint a Secretary, Treasurer, Membership Chair, and such other staff officers as he or she shall deem necessary. The appointment of these officers or any change in their duties shall require the approval of the Board of Directors. Appointment as a staff officer does not entitle a person to vote at a meeting of the Board of Directors.

Section 4: Order of Succession: In the absence of the Commodore, the order of succession shall be: Vice Commodore, Rear Commodore, and Fleet Captain.

ARTICLE IV: DUTIES OF OFFICERS

Section 1: Commodore: Commodore is the chief executive officer of the Club and shall preside at all meetings of the Club and of the Board of Directors. As such, the Commodore shall: (a) enforce the Bylaws and regulations of the Club, (b) appoint officers and committees as required by Article III, (c) be an ex-officio member of all committees, and (d) sign and execute all written contracts, conveyances and obligations of the Club which have been approved by the Board of Directors.

Section 2: Vice Commodore: It shall be the duty of the Vice Commodore, generally, to assist the Commodore in the supervision and management of Club affairs and, in the absence of the Commodore, to officiate and act for the Commodore. It shall be the specific duty of the Vice Commodore to be the Club activities coordinator and as such, shall supervise arrangements for social events, and programs for general membership meetings.

Section 3: Rear Commodore: It shall be the duty of the Rear Commodore to assist the two senior Flag Officers in the discharge of their duties and, in their absence, to officiate and act in their stead. It shall be the specific duty of the Rear Commodore to act as the Club administrator and to supervise and be an ex-officio member of all administrative committees, and act as Corporate Secretary-Treasurer. In addition, the Rear Commodore shall supervise the publication and distribution of the monthly newsletter, known as the Scuttlebutt, and the annual Yearbook.

Section 4: Fleet Captain: The Fleet Captain is the leader of the fleets and shall plan, direct, and supervise all training, races, competitions, and cruises; appoint, supervise, and be an ex-officio member of all fleet committees, including a Race Committee.

Section 5: Junior Staff Commodore: The Junior Staff Commodore shall provide advice and counsel to the Flag Officers and the Board of Directors on matters relating to continuity of purpose generated by past administrations. As such, the Junior Staff Commodore shall establish and maintain liaison between the Club and other yachting organizations, be an ex-officio member of all Policy Committees, Chair Opening Day, Chair the Nominating Committee, appoint a member-at-large of the Nominating Committee, and serve as advisor to the Commodore on future plans, facilities and finances.

Section 6: Secretary: It shall be the duty of the Secretary to keep a true record of the proceedings of the Club and the Board of Directors, and to authenticate same. Together with the Commodore, the Secretary shall: sign and execute all contracts, conveyances and obligations of the Club, give notice of all meetings, attend to all Club correspondences, and perform such other duties as may be required by the Board of Directors.

Section 7: Treasurer: It shall be the duty of the Treasure to keep all funds of the Club in a bank account in the name of the Club, deposit all money received therein, maintain a proper account of all receipts and expenses, pay all approved bills, and make a monthly report to the Board of Directors. The Treasurer shall assist the Finance Committee in the preparation of an annual budget, and perform such other duties as may be required by the Board of Directors.

Section 8: Other Staff Officers: Duties of all other staff officers shall be defined by the Commodore.

ARTICLE V: BOARD OF DIRECTORS

.Section 1: The membership of the Board of Directors shall consist of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain and five (5) Directors-at-large, one of whom shall be the Junior Staff Commodore.

Section 2: The corporate powers of the Club shall be exercised by the Board of Directors. Five Directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the Directors present at a meeting at which a quorum is present shall be considered as the act of the Board of Directors as a whole. The CLUB shall not loan nor borrow money nor contract any debt or obligation nor make any expenditure in excess of \$3,000.00 outside of approved budgeted items except upon the resolution passed by the affirmative vote of a majority of the Regular and Associate Members at any regular meeting or special meeting called and noticed for such purpose with a quorum present.

Section 3: The Directors shall be elected at the annual meeting of the members in the following manner: A Nominating Committee chaired by the Junior Staff Commodore and consisting of the Commodore, Junior Staff Commodore, the two

next most junior Staff Commodores, and one member-at-large appointed by the Junior Staff Commodore, shall be announced at the Board of Directors meeting no later than August of each year. The Nominating Committee shall nominate one person for each of the offices of Commodore, Vice Commodore, Rear Commodore, Fleet Captain, and four (4) Directors-at-Large. The names of the eight (8) nominees, plus the Junior Staff Commodore to-be as a Director-at-Large, shall be distributed to the membership at least thirty (30) days prior to the annual membership meeting. An annual membership meeting shall be held each year in the month of November. Ballots will be distributed to each verified Regular and Associate Member present at the meeting. Space shall be provided on each ballot for writing in other names which may be nominated from the floor. Balloting for the positions of Flag Officers shall be conducted separately, starting with the Commodore. Balloting for the Directors-at-Large may be made on a single ballot. The nominees receiving the most votes shall be elected.

Section 4: Flag Officers and Directors shall assume office on 1 January of the year following their election and shall serve for one year.

Section 5: Any vacancy occurring in the Commodore, Vice Commodore, and Rear Commodore positions shall be filled from the Board of Directors when possible and the resulting vacancy of Director-at-Large shall be filled from the Regular Members or Associate Members who are spouses by a majority vote of the Board at any regular meeting or at a special meeting called for that purpose in accord with Article V; Section 3. Replacements elected in accordance with this Section shall serve for the remainder of the un-expired term of office.

Section 6: Not later than September 30, any items to be voted upon at the regular meeting shall be mailed to all members of the CLUB and shall have a page containing the recommendations of the Nominating Committee, the name and address of the official appointed to conduct the election, and an absentee ballot. The ballot shall provide for write in candidates for all elective positions and must be signed by the Regular or Associate Member. The Regular or Associate Member who wishes to cast his or her vote by absentee ballot may do so by completing the provided ballot and insuring that it is in the hands of the designated election official a minimum of two days before the November General Membership Meeting. Absentee ballots will be counted with the ballots of those members who are in attendance at the meeting in person. Any member who has cast an absentee ballot, and, subsequently, decides to attend the election in person, may reclaim his or her absentee ballot no later than 30 minutes before the election begins, and be issued a standard ballot to be used to cast his or her vote in person at the meeting. An accredited absentee ballot in the hands of the election official shall be counted as a Regular or Associate Member in attendance for the purposes of establishing a quorum in accordance with ARTICLE IX MEETINGS Section 4: of the Bylaws.

ARTICLE VI: Article deleted.

ARTICLE VII: MEMBERSHIP

Section 1: The Club shall have 6 classes of members which are Regular, Regular Non-resident, Associate, Junior, Honorary and Lifetime.

Section 2: All classes of members are entitled to participate in Club activities, social events and cruises and to fly the Club Burgee.

1. Only Regular, Associate and Lifetime Members may vote.
2. Only Regular Members or Associate Members, including spouses may hold elective office.

Section 3: Application for Regular, Regular Non-resident, Associate or Junior membership shall be made in writing to the Club. The application must be accompanied by fees, copies of documents proving eligibility, and dues as established by the Board of Directors. The Membership Chairman shall verify that the applicant is eligible for membership and present the application to the Board for consideration at its next regular meeting. The application shall be accepted unless there is evidence of non-eligibility or grievous cause.

Section 4: Eligibility Requirements

A. Regular Members—must be one of the following:

1. Active duty of the U.S. Uniformed Services (including drilling reservists and members of the National Guard) or their spouse.
2. Retired member of the U.S. Uniformed Services or their spouse
3. Veterans of the U.S. Uniformed Services discharged under honorable conditions (DD-214).
4. Spouse of a deceased regular member.
5. Lifetime Member whose honorary membership is granted by the Board of Directors to a member whom the Club especially desired to honor for outstanding contributions to the Club.
6. Non-resident membership shall be granted upon application by a Regular Member or by persons otherwise qualified as members whose domicile is located outside of Los Angeles or Orange Counties and who do not have a yacht in Los Angeles or Orange Counties. Non-resident membership shall be converted to Regular membership upon return to the Club perimeter.

B. Associate Membership—must meet one of the following:

1. DOD civilian employees or retirees.
2. Be the natural or adoptive adult child of a Regular or Associate member.
3. Member of the U.S. Naval Sailing Association.
4. Auxiliary Member of the U.S. Coast Guard.
5. Widows/Widowers of deceased military, veterans, or retired military.

C. Junior Membership - must meet one of the following.

1. Be enrolled in a Junior ROTC Program or Sea Cadet Program.

D. Honorary Membership

1. Honorary Membership may be granted by the Board of Directors to any person whom the Club especially desires to honor. There shall be no other eligibility and they shall be exempt from payment of all fees and dues. Honorary Members shall not vote or hold elective office unless such person was previously a Regular Member. Honorary Membership shall be for the current calendar year, but there is no prohibition against the same person being granted such membership in subsequent years.

Section 5: The Board of Directors shall be empowered to set such membership fees and dues as are required for the operation of the Club, and they shall be payable at such time and place as the Board may specify.

Section 6: No member in arrears for dues or other indebtedness to the Club shall be eligible to hold office, vote, or otherwise participate in any Club meeting or activity. A member shall be considered in arrears when dues or other indebtedness are outstanding sixty days after they are due. Annual dues are due January 1st of each year and payment is to be made to the Membership Chair. Notification of this is to be published in the December, January, and February issues of the Scuttlebutt. Members who have not paid their annual dues by 1 March of each year will be considered in arrears and the Membership Chair shall notify such members by mail that they are being dropped from the active rolls, will not be listed in the current yearbook, will not receive the monthly newsletter, and that the member may be reinstated to the active rolls by paying all dues outstanding at the time of reinstatement or the current initiation fee plus current year dues, whichever is less. The Membership Chair shall report to the Board at the March meeting all members being dropped and shall report all reinstatements to the Board at regular monthly meetings. For indebtedness other than dues the Treasurer shall notify such members by registered mail that they are in arrears and have thirty days from receipt of such notice to pay or the Board will consider termination of their membership. If the Board so terminates, the Membership Chair shall notify the member by registered mail of such termination and advise that the member may be reinstated upon payment of all indebtedness to the Club at the time of reinstatement.

Section 7: All resignations must be submitted to the Board of Directors in writing.

ARTICLE VIII: DISCIPLINE

Section 1: Any member accused of a serious infraction of the Bylaws or regulations of the Club or unbecoming conduct may be summoned, with at least

ten days notice, to a hearing before a quorum of the Board of Directors, at which time the accused member shall have the right to be heard. By vote of a 2/3 majority of the Board Members present at the hearing, a member may be deprived of any or all privileges of the Club or may be expelled from membership in the Club. Members are held responsible for the conduct of their guests.

Section 2: The Board of Directors may, at its discretion, reconsider any restriction or expulsion imposed against a member. However, each member of the Board must be notified in writing at least one week before the meeting that such previous action will be brought up for reconsideration.

ARTICLE IX: MEETINGS

Section 1: There shall be one regular meeting of members of the Club in November of each year. Other meetings shall be fixed by the Board of Directors. Notice thereof shall be mailed at least fourteen days in advance of the meeting, specifying the time and place thereof.

Section 2: Special meetings of the members may be called on the order of the Commodore or, by the majority of the Board of Directors, who shall give notification of the time, place and purpose of the meeting at least ten (10) days prior to the meeting. Special meetings shall be limited to the purpose stated in the Notice and no other matters shall be considered.

Section 3: At any general membership meeting, each Regular and Associate Member in good standing shall be entitled to vote. Voting by proxy shall not be allowed.

Section 4: Fifteen percent (15%) of the Regular and Associate Members of the Club in good standing shall constitute a quorum at any meeting thereof and is required for the conduct of official business.

Section 5: Regular meetings of the Board of Directors shall normally be held in the second week of each month at such time and place as notice by the Secretary shall specify.

Section 6: Special meetings of the Board of Directors may be called on the order of the Commodore or of two Directors, who shall give notification of the time, place and purpose of the meeting at least twenty-four (24) hours prior to the meeting. The meeting shall be limited to the purpose stated in the notice and no other matters shall be considered. A quorum of the Board is required for the conduct of business.

Section 7: Any regular or special meeting of the Board of Directors may be conducted through the use of conference telephone, electronic video screen

communications or electronic transmission by and to the Club and such participation through such use constitutes presence of the person so long as all persons at the meeting are able to hear one another.

ARTICLE X: COMMITTEES

Section 1: The Commodore shall appoint the following standing committees:

a) The Finance Committee, which shall prepare an annual budget with the assistance of the Club Treasurer, and submit it to the Board of Directors for approval at its January meeting.

b) The Audit Committee, which shall examine the accounts and financial records of the Club after the books are closed for the month of December and report its findings and recommendations to the Board of Directors at its January Meeting.

c) The Membership Committee shall investigate and pass on the eligibility of all applicants for membership. The committee shall exert its best efforts to secure qualified and desirable new members and to retain old ones.

d) The Long Range Planning Committee.

Section 2: The Nominating Committee shall be a standing Committee which shall be composed of at least five (5) Members and its Chair shall be the Junior Staff Commodore.

Section 3: The Commodore may appoint such other ad hoc committees as deemed necessary for the conduct of the Club's affairs.

ARTICLE XI: AMENDMENTS

Section 1: These Bylaws may be repealed or amended or new Bylaws may be adopted provided that the proposal to repeal, amend or adopt new Bylaws is first approved by the Board of Directors and then adopted by the majority vote of Regular and Associate Members at any meeting held in accordance with Article IX. Each Member shall be notified in writing of the meeting and the proposed amendment to be considered at least thirty (30) days prior to the meeting.

Section 2: Any changes to the Bylaws must be publicly posted on the Club premises within one week of approval and a notice of such posting shall be made to the General Membership by email or through the Scuttlebutt or NYCLB website.

ARTICLE XII: PUBLICATIONS

Section 1: Newsletter—The newsletter shall normally be published and distributed monthly either electronically or by mail.. The newsletter shall be called the Scuttlebutt and provide members with information on Club activities and official notices of Club business.

Section 2: Annual Yearbook—An annual yearbook shall be prepared and distributed to all members in March of each year. As minimum it will contain a roster of all members in good standing on 1 March, the Club history, a roster of current Flag Officers, Directors, Staff Officers, and the Bylaws of the Club. Additional material may be added at the discretion of the Board.

ARTICLE XIII: CLUB BURGEE

Section 1: The distinguishing signal of the Club shall be a pointed pennant, the hoist to be two-thirds ($2/3$) the length. The hoist shall be divided into thirds. From the hoist, three fields coverage towards the point, intersecting the outer dimensions of the pennant five-sixth ($5/6$) of the distance from the hoist to the tip of the fly. The upper and lower fields shall be navy blue. The center field shall be gold, with a five-pointed navy blue heaven-pointing star whose diameter is one-fifth ($1/5$) the length of the hoist and centered one-sixth ($1/6$) the length of the fly from the hoist.

ARTICLE XIV: OFFICER'S FLAGS

Section 1: The Commodore shall display a rectangular flag with a fouled anchor, encircled by fifteen five-pointed stars, in white, on a blue field. The Vice Commodore shall fly a flag of similar design on a red field. The Rear Commodore shall fly a flag of similar design with red anchor and stars on a white field. The Fleet Captain shall fly a flag of similar design with a blue anchor on a white field without encircling stars.

ARTICLE XV: ORDER OF BUSINESS

Section 1: The following shall be the order of business at meetings of the Board of Directors subject to variation by the voice of the meeting.

- a. Roll call of Directors
- b. Reading of the minutes of the previous meeting(s)
- c. Correspondence
- d. Treasurer's Report
- e. Committee reports
- f. Unfinished business
- g. New business

h. Adjournment

Section 2: Roberts Rules of Order shall be the authority for the settlement of all disputes about rules of order at all meetings.

ARTICLE XVI: ASSETS AND PROPERTY RIGHTS

Section 1: No member of this Club shall have any right, title or interest whatsoever in or to any of the property or assets which the Club may have or hereafter acquire. Upon the dissolution of the Club, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the Directors or persons in charge of the liquidation shall pay over such remaining assets to a non-profit fund, foundation or corporation which is organized and operated exclusively for non-profit purposes and which has established its tax exempt status under section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).