



**CORINTHIAN YACHT CLUB of SEATTLE, INC.
BY-LAWS**



2012

ARTICLE I Name

The corporate name of this association shall be “Corinthian Yacht Club of Seattle, Inc.”

ARTICLE II Purpose

The Club is to promote, advance and encourage the sport of corinthian (amateur) sailing, including racing and cruising, and to strengthen the sailing community through the voluntary actions of its members.

ARTICLE III Location

The Club is located in Seattle, Washington, and its address is 7755 Seaview Avenue NW, Seattle, Washington 98117.

ARTICLE IV Membership

SECTION 1. Membership Classes. The Club shall have the classes of membership set out below. Except as otherwise specified in these bylaws, each member in good standing shall be entitled to all of the rights and privileges of membership, including the right to vote, hold offices, participate in committee activities, enter Club races, represent the Club in other races, fly the Club burgee, receive Club awards, use the Clubhouse, receive member discounts, have reciprocal privileges and receive publications.

(a) Senior (Family): One who is at least 70 years old and who has paid Senior Class 2/Adult dues for at least 35 years. All “Senior Class 1” members immediately prior to the adoption of these bylaw amendments shall be considered as “Senior” members. All current “Senior Class 2” members who are age 55 and above on or before December 31, 2011, shall be eligible to become “Senior” members after reaching age 60 and upon having paid “Senior Class 2” dues for at least 30 years at such time as they so elect.

(b) Adult (Family): One who is at least 19 years old.

- (c) Associate: One who is at least 19 years old and desires to support Club activities through membership but who does not own a 50% or greater interest in a sailboat that is 23 or more feet long unless the co-owner is a Senior or Adult member in good standing. Rights and privileges are limited to participation in committee activities, use of the Clubhouse when open and receipt of publications.
- (d) Junior: One is not more than 18 years old and includes juniors who join the Club individually and as a part of a family membership. Juniors who turn 19 shall apply for individual Adult or Associate membership for the immediately following calendar year. Rights and privileges are limited to participation in committee activities pertaining to Junior activities, use of the Clubhouse when open, eligibility for Club awards, and receipt of publications.
- (e) Business: Any business entity with no individual rights except the right to vote and receive member discounts and with such other rights and privileges as may be determined by the Board from time to time. Each such entity shall designate an individual (who may be a member individually in his or her own right) to represent the entity with respect to Club activities.
- (f) Non-Resident: One who is, at the time of application, a Senior or Adult member in good standing who no longer resides in or has a business premise in a county fronting on Puget Sound and who is not active in Club activities.
- (g) Honorary Life: One who is so elected by the unanimous vote of the Board; there may not be more than ten Honorary Life members at any one time.
- (h) Other Club Affiliate: One who is a member of the Club through membership in the College Club of Seattle or such other Club as the Board may designate from time to time by the favorable vote of two-thirds of the Board then in office. Such members may not vote or hold office, fly the Club burgee or receive individual copies of Club publications and may use the Clubhouse only when open. The Board may from time to time modify the privileges of this class of membership, establish separate administrative policies for this class of membership and may terminate this class of membership without amending these bylaws; such privileges and policies may differ among members of different clubs. Individual applicants for this class of membership are not subject to the approval of the Board under Section 3 of this Article.
- (i) Fleet: A local sailboat fleet organization that wishes to be officially associated with the Club. Rights and privileges are limited to those set out in Article XII, Section 2, and as may be determined by the Board from time to time. Each such entity shall designate an individual (who may be a member individually in his or her own right) to represent the entity with respect to Club activities.
- (j) Sustaining and Supporting: From time to time the Board may designate members as either Sustaining or Supporting members based on criteria and with such rights and privileges determined by the Board from time to time.

SECTION 2. Family. Except as otherwise specified in these bylaws, each Adult and Senior membership, although in the name of one individual, shall be a “Family” membership and includes the named member’s spouse or domestic partner and children under the age of 19. Each family shall have one vote in Club elections and other balloting. Upon the death of the individual named as a member of the Club, the surviving spouse or domestic partner shall automatically become the named member of the Club (without payment of any initiation fee and without approval of the Board pursuant to Section 3 of this Article). A member’s child shall be entitled to use the Clubhouse when accompanied by a member over 18 or a responsible adult.

SECTION 3. Board Approval. Except as otherwise specified in these bylaws, the Board shall approve every applicant for membership and every change in membership.

SECTION 4. Initiation Fee and Dues. The initiation fee and dues for each class of membership shall be as follows:

<u>Membership Class</u>	<u>Initiation Fee</u>	<u>Annual Dues</u>	<u>Monthly Dues</u>
Senior	\$ 0	\$ 0	N A
Adult (Family)			
70 and above	\$ 120	\$ 240	\$ 20
30 – 69	\$ 210	\$ 420	\$ 35
25 – 29	\$ 120	\$ 240	\$ 20
19 – 24	\$ 60	\$ 120	\$ 10
Associate	\$ 0	\$ 96	N A
Junior	\$ 0	\$ 50	N A
Business	\$ 0	\$1,500	N A
Non-Resident	\$ 0	\$ 120	N A
Honorary Life	\$ 0	\$ 0	N A
Other Club Affiliate	\$ 0	\$ 0	N A
Fleet	\$ 0	\$ 0	N A

Dues and initiation fees shall be paid in accordance with schedules established by the Board from time to time. The Board may waive initiation fees in whole or in part when such waivers are deemed in the best interest of the Club and may adopt a schedule for proration of initiation fees and dues, including discounts for prompt payments of the initiation fees and annual dues in full. No additional initiation fees will be due upon a transfer between membership classifications except in the case of:

- A transferring Adult member moving from one age group to another who has not maintained continuous active membership since paying an initiation fee;
- A transferring Associate member moving to an Adult membership who has never before paid an initiation fee or who has not maintained continuous active membership since paying an initiation fee; or
- A transferring junior member who has not maintained continuous membership as a junior (either individually or as part of a family membership) for the four (4) years immediately prior to his or her application for Adult membership.

All other transfers shall be initiated by a letter to the Board and upon approval of the Board.

All age classifications shall be determined by the member's age at the beginning of each calendar year.

SECTION 5. Changes in Fees and Dues. The Board may add, delete or otherwise change subcategories of the membership categories for purposes of implementing changes in the fees and dues for certain classes of members, provided that the Board may not increase Initiation fees and Annual dues by more than the greater of 10% or \$30.00 in any one year without a vote of the membership as required in Article XI of these bylaws. Adjustments to initiation fees or dues made by the Board must be posted at the Club and on the Club's website as soon as practicable after the Board makes such adjustments.

SECTION 6. Active Duty. Members of the armed forces may apply for suspension of dues while on active duty.

SECTION 7. Application for Membership. Application for membership shall be made on a form supplied by the Club. Each applicant shall be sponsored by two (2) members, both of whom must be members eligible to vote.

SECTION 8. Reprimand/Expulsion. The Board, by a majority vote, may reprimand or expel a member for unbecoming conduct or actions contrary to the purposes of the Club upon according such member a hearing after fifteen (15) days' written notice.

SECTION 9. Late Payment of Dues. Any member in arrears with any installment of dues for two (2) months shall cease to be a member in good standing and shall not be entitled to any of the privileges of membership. Any member in arrears with any installment of dues for four (4) months may be dropped from membership by resolution of the Board, after notice to such member. To regain good standing, a member shall pay all delinquent dues. However, if a member has resigned or has been dropped from membership for failure to pay dues, he or she shall be required to pay the current applicable initiation fee upon re-application for membership, but shall not be required to pay dues which were delinquent when he or she resigned or was dropped.

SECTION 10. Volunteer Expectations of Members. CYC is a volunteer organization. As a condition of membership, all members are expected to annually contribute some of their time to the operation or maintenance of Club programs, facilities, and properties.

ARTICLE V Officers

SECTION 1. Elective Officers. The elective officers of the Club shall be Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain-Race and Fleet Captain-Cruise. These officers shall be elected at the annual membership meeting for the following “Club year” which expression as used herein shall mean a period beginning January 1 each year and running for twelve (12) calendar months thereafter.

SECTION 2. Board Members. The Board shall consist of the seven (7) elected officers, the Junior Staff Commodore, and six directors, three to be elected each year, each to serve for a term of two (2) years or until a successor is elected. The Board shall be responsible for the management of the Club and each Board member shall be responsible for one or more committees.

SECTION 3. Appointed Officers. Appointive officers of the Club shall be the Fleet Surgeon, Judge Advocate and Measurer.

SECTION 4. Commodore. The Commodore shall be the senior officer of the Club and shall preside at all meetings of the membership, the Board shall represent the Club in external matters, and shall preside at all meetings of the membership, the Board and the Executive Committee. In addition the Commodore shall have such other responsibilities as the Board may designate from time to time. . All past Commodores and each Commodore at the end of his or her term of office shall become a Staff Commodore (which rank may be held concurrently with other offices) and shall have all of the rights, privileges and power normally pertaining to the position.

SECTION 5. Vice Commodore. The Vice Commodore shall have oversight responsibility for business customer relationships, strategic relationships and new member engagement. In addition the Vice Commodore shall have such other responsibilities as the Board may designate from time to time. In the absence or disability of the Commodore, the Vice Commodore shall perform the duties of the Commodore, and when so acting shall the powers and responsibilities of the Commodore.

SECTION 6. Rear Commodore. The Rear Commodore shall have oversight responsibility for vendor relationships, asset management and member services. In addition the Rear Commodore shall have such other responsibilities as the Board may designate from time to time. In the absence or disability of the Commodore and Vice Commodore, the Rear Commodore shall perform the duties of the Commodore, and when so acting shall the powers and responsibilities of the Commodore.

SECTION 7. Secretary. The Secretary’s duties shall include the keeping of records of all proceedings of the Club and of the Board, and a file of documents, records, communications and other matters connected with Club business.

SECTION 8. Treasurer. The Treasurer shall be the custodian of all funds of the Club, shall give necessary receipts for moneys paid to the Club and shall deposit Club money in the bank approved by the Board in the name of the Club. Disbursements shall be made by the Treasurer upon authority of the Board, by check. He/She shall keep suitable books of accounts, shall make reports

to the Board and to meetings of the membership regarding the financial condition of the Club. He/She shall be bonded, as directed by the Board.

SECTION 9. Fleet Captain-Race. The Fleet Captain-Race shall be immediately in charge of the planning and conduct of all racing activities of the Club.

SECTION 10. Fleet Captain-Cruise. The Fleet Captain-Cruise shall be immediately in charge of all cruising activities of the Club and shall be responsible for developing and maintaining reciprocal yacht Clubs and privileges. The Fleet Captain-Cruise shall be responsible for the Cruising Committee.

SECTION 11. Fleet Surgeon. The Fleet Surgeon shall be appointed by the Commodore with the advice and consent of the Board. He/She shall be responsible for fostering interest in First Aid as applicable to sailing and outdoor sports.

SECTION 12. Judge Advocate. The Judge Advocate shall be likewise appointed and shall act as legal advisor to the Club, the Board and the officers.

SECTION 13. Measurer. The Measurer shall act as representative to such handicapping activities with which the Club may be affiliated, including such measurement and documentation as may be required by the Club, and make reports of the same to the Secretary. He/She may appoint an assistant Measurer. He/She may charge each boat owner measurement fees as the Board shall approve from time to time.

SECTION 14. Club Delegates. The Commodore, with the advice and consent of the Board, shall annually appoint the Club's delegates or representatives to the Pacific International Yachting Association or to any other organizations.

SECTION 15. Vacancies. The Board may fill any vacancies, and its appointees may hold office until the next annual membership meeting.

SECTION 16. No Compensation. No compensation shall be paid to officers or directors for services rendered in the course of their official duties, provided however that this shall not preclude contracts for provision of goods or services on an arms-length basis if such contracts are in writing and approved by a disinterested majority of the Board.

ARTICLE VI Committees

SECTION 1. Permanent Committees. The Club shall have the following permanent committees: Executive, Nominations and Elections and Membership. In addition, the Board may create such other committees from time to time to act with respect to matters specified by the Board. Committee activities shall at all times be subject to the approval of the Board and responsible officers of the Club. Nothing contained in this Article VI shall limit the authority of the Board to act on any issue at any time. The members of each permanent committee for the ensuing Club

year and the list of other committees created by the Board shall be published on the Club's website.

SECTION 2. Executive Committee. The Executive Committee shall be composed of the elected officers of the Club. The committee shall meet at the call of the Commodore or at the request of any three members of the committee. The committee shall conduct urgent business that may occur between meetings of the Board. Three members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee. The committee may vote by phone. The Committee will make a report to the Board regarding their activity.

SECTION 3. Nominating and Elections Committee. The Nominating and Elections Committee shall consist of five (5) members. Members of the Nominating and Elections Committee shall be approved by the Board, serving a two-year term. No more than two (2) officers or directors shall be appointed as members of the Nominating and Elections Committee. The Nominating and Elections Committee shall be responsible for carrying out the nomination and election procedures of the Club described in Article VIII.

SECTION 4. Membership Committee. The Membership Committee shall promote, advance and encourage membership in the Club and welcome and orient new members and in the course of such duties shall assemble and monitor membership data.

Section 5. Reports. Each Committee shall submit to the Club office a written report of its actions and recommendations in time for submission to the Board.

ARTICLE VII Meetings

SECTION 1. Annual Meeting. The annual membership meeting shall be in November on a date to be decided by the Board, notice of which shall be mailed to all members at least ten (10) days prior thereto.

SECTION 2. Quarterly Meetings. Quarterly meetings of the members of the Club shall be held on such day as may be chosen and approved by the Board on an annual basis, except that there shall be no such meetings during July, August and December.

SECTION 3. Special Meetings. Special meetings of the members of the Club may be called by the Commodore or at the request of a majority of the Board, by giving ten (10) days written notice thereof to the members, stating the object of the meeting.

SECTION 4. Order of Business. The following order of business shall prevail at such meetings: (a) Read minutes of previous meeting, (b) Reports of officers and Committees, (c) Unfinished business, (d) Miscellaneous, and (e) Election of officers.

SECTION 5. Quorum. Fifty (50) members eligible to vote, in person or by written ballot, as prescribed in Section 6 hereof, shall constitute a quorum at any meeting of the membership and only members in good standing shall be entitled to vote. Voting by proxy is not permitted.

SECTION 6. Voting By Mail. Any eligible member who will be unable to attend a membership meeting where nominations and/or by-law amendments or other specific issues are to be voted on may vote by mail. An official ballot containing the names of all the nominees and/or other specific issues to be voted on as stated in the notice of the meeting shall be provided to members. Upon delivery of or mailing of said ballot to the Club office, the member's name shall be checked on the check list of members to be used at the meeting. The member shall not receive any other copy of such ballot. Completed ballots, including those returned by mail, shall be deposited in the ballot box which shall remain locked until opened by the Nomination and Elections Committee. The member voting by mail shall seal the ballot in an envelope which in turn shall be sealed in a second envelope, signed by the member and marked "ballot". This may be mailed or hand delivered to the Club. After unlocking the ballot box, the Nominating and Elections Committee shall remove and separate the ballots from the enclosing envelopes and check the names against the Secretary's list. The ballots shall then be tallied, added to those of the members attending the meeting and the results reported to the meeting.

SECTION 7. Board Meetings; Quorum. The Board shall meet once a month, as determined by the Board, in regular session and on call of the Commodore at any other time. The attendance of five (5) Board members, of which at least one must be an elected officer and one must be a director, shall constitute a quorum.

SECTION 8. Governing Rules. The rules contained in the current edition of Robert's Rules of Order shall govern all meetings.

SECTION 9. Official Notice of Meetings. The Club's website will be used for official notice of meetings and other Club business.

ARTICLE VIII Nominations and Elections

SECTION 1. Nominations Deadline. The Nominating and Elections Committee shall, not less than twenty-five (25) days before the annual membership meeting, nominate candidates for each of the elective offices and vacancies on the Board and, at the same time, shall mail such nominations to all voting members and shall post the nominations at the Clubhouse and on the Club's website.

SECTION 2. Additional Nominations. Additional nominations may be made by:

- (a) A letter signed by ten (10) members eligible to vote and directed to the Secretary of the Club and received by the Club, whether must be made to all voting members at least ten (10) days prior to the Annual Membership Meeting by posting at the Clubhouse and on the Club website.

- (b) Nominations from the floor by any member eligible to vote for Board members only.

SECTION 3. Consent Required. No person shall be nominated without his or her consent.

SECTION 4. Conduct of Elections. Elections shall be conducted as follows:

- (a) The Chairperson of the Nominating and Elections Committee shall act as chairperson of the election.
- (b) A ballot or vote shall be taken for the officers and a separate ballot or vote taken thereafter for Board members.
- (c) A separate ballot or vote shall be taken for amendments to the By-Laws and/or each other issue being voted on.
- (d) Vacancies shall be filled in the following order: (a) Commodore, (b) Vice Commodore, (c) Rear Commodore, (d) Secretary, (e) Treasurer, (f) Fleet Captain-Race, (g) Fleet Captain-Cruise and (h) Board Members.
- (e) Voting shall be by written and secret ballot.
- (f) Before a vote is taken, the chairman of the meeting shall appoint three (3) members eligible to vote to act as Election Judges. The decision of the Judges shall be final as to the conduct and legality of the election, and the Judges shall certify to the chairman the successful candidates.

ARTICLE IX Burgee and Flags

SECTION 1. Burgee. The Club burgee shall be a pennant in the colors of red, white and blue with the letters "CYC." It shall be flown according to prevailing custom. No boat chartered to a non-member of the Club or engaged in trading shall be entitled to fly the Club burgee.

SECTION 2. Officer Flags. From time to time, the Board may specify the flags to be flown when officers of the Club, including staff commodores, are afloat (except when racing) and by the regatta committee.

ARTICLE X Property rights

SECTION 1. No Capital Stock. This Club has no capital stock.

SECTION 2. No Member Rights To Assets. 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. In case of dissolution, the property or assets of the Club shall be distributed to such non-profit corporation, charitable organization, municipality or other such entity which will carry on the purpose of the Club as herein stated. Such distribution shall be made according to law.

ARTICLE XI Bylaw Amendments

These By-Laws may be amended at any annual, quarterly or special meeting of the membership. Proposed bylaw amendments must be either (a) approved by the Board for submission to members or (b) submitted on a petition signed by not fewer than ten (10) members eligible to vote. Notice of the amendment shall be given as one of the stated objects of such meeting and a copy of the proposed amendment must be posted at the Club and on the Club's website and mailed to all voting members at least twenty-five (25) days before such meeting.

ARTICLE XII Recognition, Reciprocity and Visitors

SECTION 1. Non-Members. Non-members shall not be afforded the privileges and facilities of the Club except as may be provided in Club regulations approved by the Board.

SECTION 2. Sailing Fleets. The Board, by resolution or in Club regulations, may recognize and thereby accord preferred status to those sailing fleets which are composed predominantly of Club members, participate actively in Club programs, support the Club and possess a responsible administrative organization. Such preferred status may include, but is not limited to, having fleet starts in Club races, fleet use of Club facilities with non-Club members as guests, and representation in Club Fleet Councils. The Board shall review a Fleet's recognition status at least annually.

SECTION 3. Visitors. Visitors may enjoy the privileges of the Club only for a reasonable number of times in any one calendar year. For purposes of this section, the term "visitor" means a nonmember who is granted access to the privileges of the Club on a prearranged invitation from a bona fide member in furtherance of the Club's activities and purposes. Visitors may remain at the Club as long as the member accompanying the visitor is present in the Club. The Board may amend this section from time to time without membership approval in order to comply with the regulations of the Washington Liquor Control Board.

(Revised effective January 1, 2012 to incorporate amendments adopted at the 2011 annual general meeting.)