

CONSTITUTION AND BYLAWS OF THE GOLD COUNTRY YACHT CLUB
Passed by Board of Directors June 2007, Passed by General Membership September 12, 2007

ARTICLE I -- NAME

The name of the organization shall be the Gold Country Yacht Club.

ARTICLE II -- BURGEE

The burgee shall be the conventional triangular flag with three green pine trees superimposed upon a gold miner's pick against a blue background.

ARTICLE III -- PURPOSE

The purpose of the Club shall be to encourage yachting as a sport and recreation; to promote the betterment of boating and facilities; to promote interest in seamanship, safety, training and navigation; and to encourage fellowship.

ARTICLE IV -- BOARD OF DIRECTORS

Section 4.1: COMPOSITION OF THE BOARD OF DIRECTORS

The Club's Board of Directors shall be comprised of the Commodore; Vice-Commodore; Secretary; Treasurer; Training Director, Port Captain; News Editor; Membership/Publicity Director; Race Director; Cruise Director; and the immediate past Commodore.

Section 4.2: DUTIES AND POWERS OF THE BOARD OF DIRECTORS

4.2.1 General Powers: The Board shall prepare and control the budget, business and property of the Club and shall have power to make such rules for the government of the Club as it deems expedient, and generally shall do all things which may be necessary for the proper business management of Club affairs.

4.2.2 Required Meetings: The Board shall meet at least five times per calendar year, at any time that may be set by the Commodore or any three other Directors. The first meeting each year shall be in January for organizational purposes. The Commodore shall be the Chairperson of the Board.

4.2.3 Notice of Meetings: Each Director shall be given notice of each Board meeting not less than forty-eight hours prior to the time of the meeting. Six directors shall constitute a quorum.

4.2.4 Vacancy: Should a vacancy occur on the Board, the remaining directors shall have the power to appoint a successor to serve for the unexpired term.

4.2.5 Financial Powers: The Board shall have the duty and power to recommend changes from time to time in budgeted expenditures, dues, assessments, and reinstatement fees; but such action must be approved by a two-thirds majority of Regular Members present and voting at a Special Meeting called for that purpose, or at a regular meeting provided that notice of this action has been provided in the same manner as for a Special Meeting.

4.2.6 Disciplinary Powers: The Board shall have the power to suspend for sixty days any member violating the Club rules, or guilty of improper conduct on the Club premises, but before reporting action to the Club, the Board must allow the suspended member to appear before the Board at a hearing, or in the absence of such a hearing, if the suspended member refuses or fails to appear before the Board, the Board shall recommend appropriate action to the Club at any regularly scheduled meeting. Expulsion from the Club shall require a majority vote of the Regular Members present and voting at a regularly scheduled Club meeting.

4.2.7 Debt: The Board shall have no power to make the Club liable for any debt beyond the amount of money which is in the treasury at any given time or due to the Club and not required for the discharge of prior debts and liabilities.

4.2.8 Advisory Responsibility: The Board shall advise the Commodore on all questions as to Club business and Club operations arising between regular Club meetings.

Section 4.3: CHECK OF DUTIES AND POWERS

The action of the Board in exercising any of the powers herein provided may be reversed by a vote of two-thirds of the Regular Members present at a special meeting called for that purpose, or at a regular meeting provided that notice of this action has been provided in the same manner as for a Special Meeting. Any Club member requesting permission to see the minutes of any meeting of the Board may do so upon reasonable notice to the Commodore.

Section 4.4: REMOVAL OF DIRECTORS

The Board shall have the power and duty to replace any director who has been absent from three consecutive Board meetings without having shown cause satisfactory to the Board. Any director of the Club may be removed from office for cause shown by a vote of two-thirds of the Regular Members present at a special meeting called for that purpose, or at a regular meeting provided that notice of this action has been provided in the same manner as for a Special Meeting.

Section 4.5: TERM OF OFFICE

The term of office for all Directors shall be one calendar year.

ARTICLE V -- DIRECTORS**Section 5.1: COMMODORE**

The Commodore shall have the following duties and powers:

- a) Preside at all meetings of the Club.
- b) Enforce all rules and regulations as the chief executive officer of the Club.
- c) Have the power to make and sign contracts and agreements in the name of and on behalf of the Club, with the approval of the Board of Directors and the counter-signature of the Secretary.
- d) Generally do and perform all acts incident to the office of the president of a California corporation which are authorized or required by law.
- e) Appoint all committee chairpersons and shall be ex-officio a member of every committee.

Section 5.2: VICE-COMMODORE

The Vice-Commodore shall have the following duties and powers:

- a) Assist the Commodore in the performance of all duties, and, in the absence of the Commodore, shall preside over meetings.
- b) In the event the Commodore is unable to fulfill his/her duties, carry on the duties of the Commodore until a successor shall be elected.

Section 5.3: SECRETARY

The Secretary shall have the following duties and powers:

- a) Keep minutes and a true record of the proceedings of the Club.
- b) Properly file and be responsible for all documents, records, reports, and correspondence connected with the Club membership.
- c) Keep a correct roll of the names and addresses of all members of the Club.
- d) Provide for notification to new members and to furnish them with a copy of the Club Constitution and Bylaws.
- e) Perform such other duties as may be prescribed by the Constitution and Bylaws which pertain to the office of Secretary and are not otherwise provided for, but which the Board of Directors may prescribe from time to time.

Section 5.4: TREASURER

The Treasurer shall have the following duties and powers:

- a) Collect, receive, and promptly deposit all money due the Club.
- b) Pay all bills which have been properly authorized and contracted by the Club. An additional signature of the Commodore or Vice-Commodore or Immediate Past Commodore shall be required on any check in excess of \$500.00.
- c) Prepare and preserve a true and accurate record of all financial transactions of the Club in accordance with sound accounting practice and State and Federal laws and regulations.
- d) Prepare and file all State and Federal tax returns as required.
- e) Require specific authorization of the Board of Directors prior to payment of any bill, invoice or reimbursement request which, in the opinion of the Treasurer, has not been properly authorized or approved.
- f) Present financial reports to the Board of Directors at regular intervals as determined by the Board, or within thirty (30) days after a special request of the Board or of the membership.

Section 5.5: EDUCATION DIRECTOR

The Education Director shall administer all training and educational programs of the Club for youth and adults.

Section 5.6: PORT CAPTAIN

The Port Captain shall be responsible for the Club equipment, a current inventory, and the proper utilization of the equipment for all Club yachting events.

Section 5.7: NEWS EDITOR

The News Editor shall publish the Club's regular newsletter and shall assist other directors with all publications regarding the various Club activities.

Section 5.8: MEMBERSHIP/PUBLICITY DIRECTOR

The Membership/Publicity Director shall oversee the processing of new and renewing memberships, and ensure that member benefits are communicated and made equitably available to all members. The Membership/Publicity Director shall also coordinate publicity campaigns for membership and other Club activities.

Section 5.9: RACE DIRECTOR

The Race Director shall be in charge of the Race Committee. The Race Committee shall have the responsibility for all races. It shall receive entries for all races, act as judge thereof, appoint substitutes or assistants if necessary, and have the control and direction of all races.

Section 5.10: CRUISE DIRECTOR

The Cruise Director shall oversee a yearly program of cruise-related and social activities for the Club and cooperate with other yacht clubs in arranging collaborative activities.

ARTICLE VI: ELECTION OF THE BOARD OF DIRECTORS

Section 6.1: NOMINATIONS

- a) A Nominating Committee appointed by the Board shall present at the October regular meeting a slate of directors to be nominated for election at the November regular meeting to serve for the following year. Other candidates may be nominated from the floor at the October regular meeting if so desired. The names of such other candidates and the office for which they are running must be posted in the Club's newsletter before the November regular meeting. Nominations must be for a specific office and acceptance of the candidate must be obtained before nomination or posting.
- b) Directors shall be selected and nominated from the regular members and hold office for the next calendar year or until their successors are elected.

Section 6.2: VOTING

- a) At the November regular meeting each director shall be elected by a majority vote of the Regular Members present. In the case of a tie vote, or the lack of a majority, successive ballots shall be cast until a majority is obtained. A secret written ballot shall be taken at the request of any Regular Member.
- b) Only in the event that there are no nominees for directors other than those named by the Nominating Committee, then the Regular Members present may call for and vote on a motion to elect all of the nominees by acclamation. This action shall replace the process detailed in paragraph (a) of this Section.

Section 6.3: TAKING OFFICE

The directors elected at the November regular meeting shall be installed at the December regular meeting or a special meeting for that purpose and shall assume the full powers and duties of office on January 1 of the new year.

ARTICLE VII: MEMBERSHIP

Section 7.1: APPLICATIONS

Any person eighteen years of age or older may apply for Club membership by completing a standard application form, including certification that s/he has read and agrees to the Club Constitution and Bylaws, and paying the current initiation fee and dues.

Section 7.2: CLASSIFICATION OF MEMBERSHIP

Membership classification shall be Regular Member, Auxiliary Member, Honorary Member and Subscriber.

Section 7.3: RIGHTS AND RESTRICTIONS

- a) **Regular Member** – Regular Membership includes spouse or cohabitant. Each person may vote in Club affairs, may hold office, and has an equal right to Club property, privileges and discount rates. Each person shall be issued a current membership card. No person who is under the age of eighteen shall be eligible for a Regular Membership.
- b) **Auxiliary member** -- Auxiliary members shall be limited to the unmarried children of Regular Members. They may use the Club premises and have Club privileges but shall have no vote in Club affairs. Auxiliary Members aged eighteen and over with student status shall be issued a membership card.
- c) **Honorary member** -- Honorary Members shall be recommended by a unanimous vote of the Board and be elected by a two-thirds majority of those present at a regular meeting. The Honorary Member and his/her spouse or cohabitant shall have all rights and privileges of a Regular Member and shall not pay dues. Honorary membership shall be for the life of the Honorary Member.
- d) **Subscriber** -- Subscribers shall receive the Club's regular newsletter and other appropriate Club publications and shall pay a subscription fee. The Subscriber will not be issued a membership card, may not vote in Club affairs, may not hold office, and has no right to Club property, privileges, or discount rates.

ARTICLE VIII -- DUES AND ASSESSMENTS

- a) All Regular Members shall be subject to annual dues payable on the first day of each year. Any member who is more than 90 days in arrears shall be considered delinquent and lose all rights of membership including voting privileges.
- b) A Regular Member may be reinstated within the same calendar year as their expiration upon payment of the current renewal dues. Beginning with the following year, payment of full initial (new member) dues will be required for reinstatement.

ARTICLE IX: VISITORS

Section 9.1: ADMISSION TO ACTIVITIES

Visitors may be admitted to Club activities as guests of Regular Members who shall be present during their stay and who shall be responsible for their conduct and for any bill or expense that they may incur.

Section 9.2: CONDUCT AND PRIVILEGES

Visiting clubs shall be responsible for the good conduct of their members. The privileges of visitors or guests may be withdrawn at any time by a majority of Club directors present.

The Board may grant reciprocal Club privileges to other yacht clubs as may be appropriate.

ARTICLE X – MEMBERSHIP MEETINGS

Section 10.1: CONDUCT OF MEETINGS

Roberts' Rules of Order shall be followed in the conduct of all meetings.

Section 10.2: MAJORITY VOTE

Whenever the approval of the Regular Members is required for any purpose, this shall mean a majority of the members present at any regular or special meeting, unless otherwise designated.

Section 10.3: QUORUM

A quorum for all regular and special meetings shall be twenty-five percent of the Club's Regular Membership or ten Regular Members, whichever number is less.

Section 10.4: REGULAR MEETINGS

Unless otherwise ordered by the Board, regular meetings shall be on the second Wednesday of each month beginning at 7:00 PM. Written notice of regular meetings shall be given, of which printing the date, time and location of the meeting in the Club Newsletter preceding the meeting shall be sufficient.

Section 10.5: SPECIAL MEETINGS

(a) Notice of special meetings shall be provided by the Secretary to each Regular Member not less than three nor more than ten days in advance of such meeting. Special meetings may transact only that business for which the special meeting was called.

(b) A special meeting may be called by any member requesting such a meeting by serving on the Commodore a request for such a meeting stating the purpose for which the meeting is to be called. The request must be signed by twenty-five percent of the Club's Regular Membership or ten Regular Members, whichever number is greater, in support of such special meeting.

ARTICLE XI: DISTRIBUTION OF ASSETS AFTER DISSOLUTION

Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

ARTICLE XII: AMENDMENTS

This Constitution and Bylaws may be repealed or amended at a regular or special meeting called for that purpose by a two-thirds majority of all regular voting members in attendance, provided that the notice and proposed action or actions shall have been mailed to Regular Members of the Club at least thirty days before said meeting.

ARTICLE XIII: EFFECTIVE DATE

This Constitution and Bylaws was voted into effect at a meeting of the Regular Members of the Club on January 1, 2008.

Commodore, Pierre Chatelain

Secretary, Patricia M. Buti