

## NAWILIWILI YACHT CLUB BY-LAWS

### ARTICLE I. NAME

The name of the Corporation shall be “The Nawiliwili Yacht Club”.

### ARTICLE II. OBJECT AND PURPOSE

Section 1. The Nawiliwili Yacht Club (NYC, hereafter referred to as “the Club”) shall be a non-profit organization, whose purpose is to promote sailing and boating on Kaua`i and to educate the youth and adults of the island about safe boating and sailing practices.

Section 2. The aim of the Club shall be to:

- a. Assist in the planning of boating facilities on Kaua`i;
- b. Promote the development of a harbor system that shall include:
  1. Public boating facilities
  2. Scenic harbor facilities;
- c. Stimulate a love of boating and sailing and a sense of beauty within Kaua`i’s harbor facilities;
- d. Acquire and maintain a suitable Clubhouse.

### ARTICLE III. GOVERNMENT

The Club shall be governed by the Charter of Incorporation granted by the State of Hawai`i to the Club and by this Constitution (by-laws).

### ARTICLE IV. MEMBERSHIP

Section 1. The membership of the Club shall be open to anyone interested in sailing and boating.

- a. “CHARTER MEMBERS” are those persons who originated the Club in 1979 and shall remain members in good standing in perpetuity:

Richard Buzza	Tom Cook	Cheryl Hansen
Hugh Holt	John Kubecka	Christopher Mullin
Bob Murtorff	Kristin Pflueger	Paul Pond
Carl Stepath	Teresa Tico	Ranney Warburton
Gunnar Wickman	Ralph Young	

- b. “REGULAR MEMBERS” shall be individuals 21 years of age or over. They shall have their primary residence on Kaua`i.
- c. “ASSOCIATE MEMBERS” shall be individuals 21 years of age or over. They shall have their primary residence in Hawai`i but not Kaua`i.
- d. “NON-RESIDENT MEMBERS” shall be individuals 21 years of age or over. They shall have their primary residence outside of the State of Hawai`i.
- e. “JUNIOR MEMBERS” shall be individuals 14 years of age or over but less than 21 years of age and shall have their primary residence on Kaua`i. A Junior Member may become a Regular Member at 21 years of age. They shall not be required to pay an initiation fee. Should they become a Regular Member, their initiation fee shall be reduced by one-fifth (1/5) for every year of Junior Membership, up to five (5) years. Junior Members shall pay dues at a reduced rate of one-third (1/3) of the prevailing General Membership dues.
- f. "STUDENT MEMBERS" shall be individuals who are students of an institution of higher learning in a degree program carrying a minimum load of 6 units and shall have their primary residence on Kaua'i. This membership shall be valid for five (5) years. They shall not be required to pay an initiation fee. Should they become a Regular Member their initiation fee shall be reduced by one-fifth (1/5) for every year of Student Membership, up to five (5) years. Student members shall pay dues at a reduced rate of one-third (1/3) of the prevailing General Membership dues.

- g. "HONORARY MEMBERSHIP" may be extended to individuals who have provided outstanding service to the Club. Honorary membership shall require nomination by the Board of Directors and approval of the voting members. Honorary members shall enjoy all of the benefits and privileges of membership and be exempt from paying annual dues. Honorary membership shall be reviewed annually by the Board of Directors.
- h. "COURTESY MEMBERSHIP" may be extended to individuals who have a particular relevance to the Club or to members of the community the Club wishes to honor. Courtesy membership shall require nomination and approval by the Board of Directors. Courtesy members shall have no voting privileges or Club benefits. Courtesy membership shall be reviewed annually by the Board of Directors.
- i. "LIFETIME MEMBERS" shall be individual members (Regular, Associate, or Non-Resident) who shall remain members in good standing in perpetuity.
- j. VOTING MEMBERS shall be all of the Board of Directors, regardless of their primary residence; plus Charter Members, Regular Members and Lifetime Members, whose primary residence shall be on Kaua`i. There shall be only one vote per membership on all matters of Club business conducted at General Membership meetings. Only Voting Members shall vote, and only Voting Members whose primary residence is on Kaua`i shall hold an elected office.

Section 2. Family Members of all individual categories of membership except STUDENT and JUNIOR shall enjoy all benefits and privileges of that respective membership. Family Members are defined as spouses/partners and children (less than 21 years of age) living at the same address. Each Family Membership shall be allowed one vote per family.

Section 3. Application for membership shall be submitted on an official application form to the Board of Directors.

Section 4. Election to membership shall be by majority vote of Board of Directors present at a regular Board meeting.

Section 5. Membership in the Club shall not be denied to any person on account of sex, race, creed, color, national origin or ancestry.

Section 6. If an application for membership is denied by the Board of Directors, the applicant shall be notified in writing of such denial, of the reasons therefore, and that an appeal may be filed in writing within thirty (30) days. If an appeal is filed, the applicant shall have the right to appear before the Board of Directors at the next scheduled Board meeting (within 90 days) to ask for reconsideration and to discuss the reasons for denial. The Board of Directors shall take the appeal under consideration and shall render a final decision within thirty (30) days. If no appeal is filed in writing within 30 days, the application shall be considered withdrawn.

Section 7. Upon election to membership, each new member shall be notified in writing by the Board within 30 days.

Section 8. A member whose dues shall be in arrears for two (2) months shall not be in good standing and shall have no vote in meetings of the Club. The Treasurer shall notify such member of the delinquency by U. S. mail. If the dues of such member remain unpaid one (1) year after the mailing of such notice, the Board of Directors shall take such action as it deems necessary including dropping such member's name from the official membership roll. The dropped member shall be notified in writing of the termination. The dropped member may be reinstated upon written request within one (1) year of termination date by paying all dues and late fees, at the discretion of the Board of Directors. If a membership lapses and dues remain unpaid for more than one (1) year but less than two (2) years, the member may have all past year's dues forgiven and be reinstated upon payment of the current years dues at the discretion of the Board. This "forgiveness" will only be granted once to a member. If the membership lapses past two (2) years, the membership will be cancelled and the individual will be required to pay full initiation fee and current year's dues for reentry to the membership.

Section 9. A member in good standing may resign at any time. The resignation shall be accepted by the Board of Directors before taking effect. Dues and initiation fees shall not be refundable.

Section 10. Membership in the Club shall not be transferable.

## **ARTICLE V. OFFICERS**

Section 1. The Officers of the Club shall be Commodore, Vice Commodore, Rear Commodore, Fleet Captain, Port Captain, Secretary, and Treasurer.

Section 2. The “Commodore” shall be President of the Club. The Commodore:

- a. Shall preside at all General Membership meetings.
- b. Shall enforce all rules and regulations of the Club.
- c. Shall be responsible to the General Membership for the efficient operation of the Club and be bound to implement all decisions of the Board of Directors.
- d. Shall serve as the Chairman of the Board of Directors.

Section 3. The “Vice Commodore” shall be Vice President of the Club and shall perform the duties of the Commodore in the Commodore’s absence and such duties as assigned by the Commodore or the Board of Directors.

- a. The Chair of the membership committee shall report to the Vice Commodore.
- b. The Chair of the publicity committee shall report to the Vice Commodore.
- c. The Vice Commodore shall be responsible for organizing General Membership meetings.

Section 4. The “Rear Commodore” shall be Second Vice President and shall perform the duties of the Commodore in the absence of both superiors and such other duties as assigned by the Commodore or the Board of Directors.

- a. The Chair of the race committee shall report to the Rear Commodore.
- b. The Rear Commodore shall be in charge of presenting trophies.
- c. The Chair of the trophy committee shall report to the Rear Commodore.
- d. The fleet measurer and handicapper shall report to the Rear Commodore.
- e. The Rear Commodore shall be in charge of marine communications.
- f. The Rear Commodore shall be the HYRA and USSA delegate.

Section 5. The “Fleet Captain” shall be Third Vice President and shall perform the duties of any absent superior as directed by the Commodore or the Board of Directors.

- a. The Chair of youth activities shall report to the Fleet Captain.
- b. The Chair of fishing activities shall report to the Fleet Captain.
- c. The Fleet Captain shall be responsible for the yacht club fleet.
- d. The Fleet Captain shall be responsible for the sailing instruction program and for the promotion of sailing.
- e. The Chair of parties and social events shall report to the Fleet Captain.

Section 6. The “Port Captain” shall be the Fourth Vice President and shall perform the duties of any absent superior as directed by the Commodore or the Board of Directors. The Port Captain:

- a. Shall be the Dock Master and responsible for docking and mooring.
- b. Shall be responsible for clubhouse use and scheduling.
- c. Shall be Officer of the Day and Sergeant at Arms.

Section 7. The “Secretary” shall have custody of all the records, documents and correspondence of the Club and shall be responsible for the keeping of the minutes of all meetings of the Club and Board of Directors. The Secretary:

- a. Shall collect and disperse all Club mail as appropriate or as directed by the Board of Directors.
- b. Shall maintain an updated roster of all the members and their mailing addresses with their current contact information.
- c. Shall report all new member applications to the Board of Directors for their approval.
- d. Shall report all member delinquencies to the Board of Directors.
- e. Shall be responsible for the publication and distribution of the newsletter.

- f. Shall be Secretary of the Board of Directors.
- g. Shall prepare such correspondence as directed by the Officers or the Board of Directors.

- Section 8. The "Treasurer" shall have custody of all the funds of the Club and shall keep an accurate record of all funds received and dispersed pursuant to the budget or as directed by the Board of Directors.
- a. The Treasurer shall report to the Board of Directors and the General Membership the financial condition of the Club and the budget at each meeting.
  - b. The Treasurer shall prepare an Income and Expense Report for the fiscal period ending June 30 and December 31 of each year and as requested by the Board of Directors.
  - c. The Treasurer shall oversee the yacht club chandlery.
  - d. The Chair of the finance committee shall report to the Treasurer.

## **ARTICLE VI. BOARD OF DIRECTORS**

- Section 1. There shall be a Board of Directors composed of all the past Commodores (Staff Commodores) providing they remain members in good standing and attend one Board meeting annually, the Commodore, the Vice Commodore, the Rear Commodore, the Fleet Captain, the Port Captain, the Secretary, the Treasurer and the most recent past Commodore. Additionally, two Directors shall be elected by the General Membership and shall serve for a period of one year. The Commodore shall be the Chair of the Board of Directors.
- Section 2. The business and property of the Club shall be controlled by the Board of Directors, and they shall exercise all powers, except such as are herein expressly reserved to the members of the Club. They shall meet at least quarterly at such time and place as fixed by the Commodore or the Board of Directors. They shall have the power to regulate the Club as they deem necessary and do all things necessary for its proper management. Five (5) Board Members shall constitute a quorum for the transaction of business. They shall keep minutes of their meetings. They shall not have the power to make the Club liable for any debt beyond that, which is presently in reserve in the treasury, or beyond the income of the preceding calendar year, whichever is less, without the approval of the regular voting members at a General Membership meeting or a Special Membership meeting called for such purpose.
- Section 3. The Board of Directors shall prepare the budget and submit it in final draft to the Officers of the Club and the General Membership for approval for the following year at, or before, the last General Membership meeting of the present year.
- Section 4. The Board of Directors shall have the power to adopt new rules and regulations they deem appropriate for the Club and to amend or change rules and regulations they deem necessary or appropriate for the Club.
- Section 5. Past Commodores shall be given the title Staff Commodore. To maintain their status as a Board member they shall attend at least one Board meeting annually.

## **ARTICLE VII. COMMITTEES**

- Section 1. The Board of Directors shall have the power to appoint and dissolve any standing or special committees they deem appropriate to serve the Board for the proper functioning of the Club.
- Section 2. A Finance Committee of at least two members shall be appointed by the Board of Directors. The Finance Committee shall be responsible for auditing the Treasurer's accounts at the close of the fiscal year and reporting to the Board of Directors and at the next General Membership meeting.
- Section 3. Any committee not reporting directly to an Officer shall report to the Board of Directors.
- Section 4. All committees, either standing or special, shall report its plans for action to the Board of Directors who shall approve such plans prior to their implementation.

## **ARTICLE VIII. ELECTIONS**

- Section 1. All elections of the Club shall be by ballot or hand count at the discretion of the presiding Officer. A simple majority of all votes cast shall be necessary to make a choice, except as provided herein. Only Voting Members in good standing may vote.
- Section 2. The Annual Election of Officers shall be held at the last scheduled General Membership meeting of each year. The voting members of the Club shall be asked to elect a Rear Commodore, a Fleet Captain, a Port Captain, a Secretary, a Treasurer, and two Directors from a list of candidates prepared by the Board of Directors. Additional candidates may be nominated from the floor by the membership.
- Section 3. On January 1<sup>st</sup>, following the elections, the Vice Commodore shall become the Commodore, and the Rear Commodore shall become the Vice Commodore. The newly elected Officers shall then assume their respective elected positions.
- Section 4. Should the Commodore or any position below Commodore become vacant that position shall be filled by the Officers below that vacant position moving up. The Directors, Secretary, and Treasurer may or may not move up at the discretion of the Board of Directors. The Board of Directors shall fill the vacant position (Port Captain, etc.), temporarily by appointment, until the next scheduled election. At the next scheduled election the voting members shall vote for Officers, as above, in addition to the vacant position.

## **ARTICLE IX. MEETINGS**

- Section 1. Meetings of the General Membership shall be held at least twice a year, once in the last quarter, at a time and place designated by the Board of Directors. The Board of Directors shall meet at least four times a year, once in each quarter, as scheduled by the Commodore or the Board of Directors.
- Section 2. A special meeting of the Board of Directors may be called any time it is deemed necessary by three (3) or more members of the Board. If a special Board meeting is to be called, every member of the Board on Kaua`i shall be notified at least 24 hours in advance by telephone and e-mail of the time, date, and subject to be discussed.
- Section 3. The order of business at the meetings of the Club shall be as follows:
- a. Reading and Approval of Minutes of the previous meeting.
  - b. Officers' reports.
  - c. Committee reports.
  - d. Unfinished business.
  - e. New business.
  - f. Adjournment.
- Section 4. The proceedings of Club meetings shall be governed by the rules contained in the current edition of "Robert's Rules of Order, Newly Revised", so far as its provisions are applicable and are not inconsistent with the by-laws of the Club.
- Section 5. The General Membership shall be given thirty (30) days notice by U. S. Mail of the exact time and place of the General Membership Meeting. The General Membership shall have a voice from the floor for all matters concerning Club business.

## **ARTICLE X. FINANCE**

- Section 1. Each year at or before the last scheduled General Membership meeting the Board of Directors shall present to the General Membership for approval, a schedule of initiation fees and dues for all classes of new membership for the following year to be effective January 1<sup>st</sup>.
- Section 2. The dues schedule for all classes of existing members shall also be prepared by the Board of Directors and presented to the General Membership for approval at or before the last scheduled General Membership meeting. In no case shall the dues schedule for existing members be higher than the dues schedule for new members.
- Section 3. The Board of Directors may exempt any member from payment of membership dues. The Board of Directors may remove any such exemptions at any time. Any such exemptions or removals shall be reviewed and voted upon at the next scheduled General Membership meeting.
- Section 4. "Funds and Property". The aims and purposes of the Club shall be to advance the interests of active participants in sailing and boating of all kinds. All of the funds of the Club which are provided or allowed by these by-laws raised by compulsory levy upon any or all of the members, or as income raised from the sale or lease of property of the Club, shall be used in the furtherance of sailing and boating of all kinds. It shall be unlawful to expend or employ any of these funds or to pledge the credit of the Club, solely for the purpose of social amusement or entertainment. This section shall not be construed to prevent the Club from buying, selling, renting, or hiring such real or personal property that would be a benefit to the members, owners, or lessees of vessels of the Club's fleet as practical yachtsmen. It shall not prevent the use of the Club's premises or property for social observances conducted by its members, out of funds provided for other than above, and with the consent of the Board of Directors.

## **ARTICLE XI. DISCIPLINARY PROCEDURES**

- Section 1. "Expulsion". Should any member of the Club be deemed guilty of gross misconduct, charges may be prepared against such member in writing, signed by a member of the Club, and directed to the Secretary. The Secretary shall direct such charges to any member of the Board of Directors. That Director shall confer with at least two other Directors, and they shall decide if a special meeting of the Board of Directors is in order. At the special meeting or at the next scheduled regular meeting of the Board of Directors, the Directors shall hear the charges and if they so deem shall schedule a hearing or drop the charges, by majority vote. If a hearing is deemed necessary by the Board of Directors, the accused shall be advised of such at least seven (7) days in advance, be sent a copy of the charges, and be invited to attend and answer such charges in person. The accused may answer such charges in writing. The Board of Directors shall review the charges, listen or read the reply of the accused and vote to: defer any action by majority vote of the quorum of the Board of Directors; sustain the charges and expel the member from the Club by a two-thirds vote of the quorum; or dismiss the charges and consider the matter closed by a majority vote of the quorum of the Board of Directors.
- Section 2. "Right of Appeal". The expelled member may appeal to the General Membership by obtaining a petition with 50% of the signatures of the voting members in good standing of the Club, within thirty (30) days of the vote of the Board of Directors, and request that their case be heard by the General Membership at the next General Membership meeting. If such a petition is presented in a timely manner, the Board of Directors and the expelled member shall present their cases to the General Membership and the members present shall vote by a simple majority on a secret ballot to uphold the decision of the Board of Directors or reinstate the membership of the member. The ballots shall be counted at the meeting. If no petition is received by the Secretary within the thirty (30) day time limit the matter shall be closed.

- Section 3. "Reprimand or Suspension". The Board of Directors may for any violation of the Club rules and regulations, misconduct at the clubhouse or at a Club function, reprimand or suspend any member from the privileges of the Club for a period not to exceed sixty (60) days.
- Section 4. A member of the Club having been reprimanded, suspended, or expelled from the Club shall be at once notified by the Secretary with a statement of that fact and the reasons thereof. An expelled member shall forfeit all rights, title and interest in and to the property of the Club and shall immediately return their membership card to the Secretary.
- Section 5. "Reinstatement". It shall require an affirmative vote of two-thirds of the General Membership present at a regularly called meeting of the Club, after a one year period of time, to restore the membership of any member who has previously been expelled.

## **ARTICLE XII. AMENDMENTS**

- Section 1. Members who wish to propose amendments to the by-laws shall present their request to the Board of Directors for consideration. A two-thirds vote by ballot of the Board shall enact the proposed amendment for consideration by the voting members.
- Section 2. These by-laws may be amended by two-thirds vote by ballot of the voting members.
- Section 3. The exact text of the by-laws amendment proposed by the Board of Directors shall be sent to each voting member by mail at least 14 days prior to the next meeting at which the amendment can be voted upon. The exact text shall be in the form of a copy of the affected current by-law article underlined on that copy.
- Section 4. Members may propose changes from the floor to any amendment under consideration at a Club meeting.