

CONSTITUTION AND BY-LAWS
OF THE
SALEM YACHT AND BOATING CLUB

CONSTITUTION

ARTICLE I: Name

This corporation shall be known as: "SALEM YACHT AND BOATING CLUB"
Incorporated.

ARTICLE II: Object

The object of the non-profit club is to encourage the sport of pleasure boating, the development of inland waterways and yachting facilities, the science of navigation, and to foster safe seamanship.

ARTICLE III: Officers

- Section 1. The elected officers of the club shall consist of a Commodore, Vice Commodore, Rear Commodore, Finance Officer, and Yeoman.
- Section 2. Duties of the elected officers are as follows: (a) Commodore: To take command of the club and it's fleet, to preside at meetings and to enforce the laws and regulations of the club as provided by the Constitution. The Commodore also acts as Chairman of the Board of Directors. (b) Vice Commodore: To assist the Commodore in the discharge of his duties and in his absence, or in the case of vacancy in the office of Commodore, to act as Commodore. The Vice Commodore is in charge in internal club affairs. (c) Rear Commodore: To assist the Commodore and Vice Commodore in the discharge of their duties and in their absence, or in the case of a vacancy in the offices of Commodore and Vice Commodore, to act as Commodore. The Rear Commodore is in charge of external club affairs. (d) Finance Officer, or Treasurer: To take charge of the club funds, the collection and disbursement of all monies and to keep a proper set of books of all financial transactions. The Finance Officer shall submit a current written financial

report of all meeting and to file an annual report with the Corporation Commissioner. (e) Yeoman: To keep the minutes of club meeting and to have charge of all non-financial reports and non-financial documents connected with the proceedings of the club. Keep a correct roll of the officers together with their dates of election. To conduct the correspondence of the club and to have custody of the club seal and to see that members are notified of meetings and social activities.

Section 3. A fleet Captain may be appointed by the Commodore and shall be his or her executive officer.

ARTICLE IV: Directors

Section 1. There shall not be more than 10 directors, consisting of Commodore, Vice Commodore, Rear Commodore, Finance Officer, and Yeoman, immediate past Commodore (ex-officio) and four members elected by the membership.

Section 2. Subject to special action by the membership at any regular meeting, the Directors shall have the entire authority in the management and finances of the club and shall have general control of all its property. All rights and powers connected therewith are vested in them. They shall be empowered to accept in the name of the Club any and all endowments, legacies and gifts.

Section 3. They shall approve all standing and special committee appointments. General authority and control of the committees shall be vested in them.

Section 4. They shall make all appropriations for the use of the Committees.

Section 5. They shall constitute a Board of Audit, and at least once a year just prior to the annual meeting, shall cause the Finance Officer's accounts to be reviewed.

Section 6. They shall meet at least once during each month or oftener as the necessities of the club require. Five Directors shall constitute a quorum at any meeting of the Board.

Section 7. They shall have power to fill by election on vacancies occurring in their number, including vacancies in the officers of the Club.

Section 8. The Board of Directors may, by a two-thirds vote of its members, suspend any member who, in their judgment, shall have been guilty of conduct injurious to the character or welfare of the Club. Three days notice in writing of the grounds of such proposed suspension shall be given to such member, who shall have an opportunity to be heard by the Board of Directors, before suspension, and by the Club at its

next meeting. Such suspension shall continue until the next meeting of the Club, when, unless the same is then revoked by a majority of members present, such suspended person shall cease to be a member of the Club.

- Section 9. They shall have power to suspend any member who shall fail to pay their indebtedness to the Club, as prescribed by the Constitution, the By-Laws or the rules of the Club, and providing they shall first give thirty days written notice to such members of their intentions to do so, may drop their names from membership.
- Section 10. They shall from time to time make such rules for the management of the Club, as they may deem advisable.
- Section 11. The interpretation of the Constitution by the Board of Directors shall be final and conclusive.
- Section 12. They shall keep minutes of their proceedings and make a report at the next regular meeting.
- Section 13. The Directors are expected to attend all meetings. If a Director misses more than one meeting in a calendar quarter the board shall request the reasons therefore. Directors that have changes in circumstances that require them to miss meetings on a regular basis should consider resigning from their positions.

ARTICLE V: Elections of Officers and Directors

- Section 1. The Vice Commodore, Rear Commodore, Finance Officer and Yeoman shall be elected at the annual meeting in each year, and shall hold office until the adjournment of the next annual meeting, or until their successors are elected. The Vice Commodore is also the Commodore-Elect and shall become the Commodore after serving as the Vice Commodore for one year. The election shall be by ballot, and a majority of the votes cast shall be necessary to a choice.
- Section 2. At the annual meeting in each year there shall be elected two Directors, whose term of office shall be for two years, or until the election of their successors. No member can be re-elected to succeed himself as a director. In case of a failure to elect at any meeting, the election shall be held at the next regular meeting, or at a special meeting called for that purpose. A vacancy in any office shall be filled by appointment by the Directors, and the person so appointed shall hold office until his successor is elected. The nominating committee shall be chaired by the Commodore-Elect and shall consist of at least four other members, two of which shall be past Commodores.

At the Annual Election no member of the club shall be elected an officer or Director thereof unless he or she has been nominated in writing by (1) the Nominating Committee appointed by the Commodore-Elect and approved by the Board of Directors, for the purpose of formulating a ticket to be voted for at the ensuing regular meeting, or (2) at least ten members of the Club, and his name and designation of the office for which he is nominated, and the names of the members nominating him, shall have been transmitted to the Yeoman at least ten days before the date of the meeting at which the election is to be held.

Section 3. The Yeoman shall, at least five days before such meeting is to be held, send by mail to each member of the Club, a list of the persons so nominated, with a statement of the respective offices they have been nominated.

ARTICLE VI: Membership

Section 1. Candidates for all classes of membership must be proposed by an Active Member to be known as the candidate's sponsor who shall be responsible for the candidate's actions during the candidate's probationary period. Proposals must be made in writing and include payment for the initiation fee.

Section 2. The Yeoman shall send the proposal to the committee on Admissions, and, if the Board of Directors or the Committee on Admissions so directs, shall cause the candidates names to be published in the succeeding issue of the Channel Marker.

Section 3. Any communication in support of or in opposition to a candidate shall be made to the Admissions Committee. The Admissions Committee shall then make a written report to the Board of Directors and shall include their recommendation.

Section 4. Election to membership by the Directors shall be made by ballot. The Board shall report the names of members so elected to the Yeoman and shall cause them to be published in the Channel Marker. These members shall serve a minimum six-month probationary period, and shall be known as probationary members. Probationary members do not have voting rights.

Section 5. Active membership. Candidates for this class of membership shall not be less than twenty-one years of age when elected. Every active member shall be entitled to a vote on all questions submitted to the membership. A husband and wife equal two active members. No individual proposed for membership shall become an active member until he has completed six months

as a probationary member. At that time the Board of Directors shall: (1) Recommend active membership, (2) Recommend continuance as a probationary member if there is some question as to his qualifications as demonstrated by his failure to meet club standards, or (3) Deny membership and refund his initiation fee.

Section 6. Honorary membership. Any person proposed in the usual manner and qualified by such distinction may be elected an honorary member annually. The honorary member will be entitled to all the privileges of the Club, except voting, mooring and election to office.

Section 7. Junior membership. Any son or daughter of an active member shall be considered a junior member, provided that such person is under age 21, unmarried and living in the same household. Such junior member may be considered for active membership upon reaching twenty-one.

Section 8. Associate membership. Any person proposed in the usual manner who is: (a) A non-boat owner or (b) A boat owner whose boat is never used within a 25-mile radius of Salem, Oregon, or (c) A boat owner whose boat is only used within a 25-mile radius of Salem during the off-season, as defined by the SYBC Board. Any person under this section will be entitled to all privileges of the Club, except boating related facilities to include: (a) the boat ramp during the summer boating season, (b) boat moorage, (c) boat storage, (d) voting, and (e) election to office. A boat is defined as a craft licensed by a governing board or as may be defined by the SYBC Board.

Section 9. Only boats owned by an active member or a probationary member in good standing and accompanied by such member may use boating related facilities. This includes (a) the boat ramp, (b) boat moorage, (c) boat storage, and (d) gas purchases.

Section 10. A member who is not in arrears for dues and is not indebted to the Club shall be at liberty to resign in good standing, provided he shall submit his resignation in writing to the Yeoman. The rights and interests of any member in the property and privileges of the Club shall cease with the termination of his membership.

ARTICLE VII: Initiation Fees and Dues

Section 1. Initiation Fees. An initiation fee shall accompany all applications for membership. The Board of Directors shall determine the amount of the initiation fee annually. If the

application for membership is rejected or Active membership is not granted after the probationary period, the initiation fee shall be refunded. The initiation fee is waived for previous members that left in good standing.

- Section 2. Dues. (a) Amount of dues will be established by the Board of Directors before the annual meeting each year. (b) Prorated dues for new members are payable within 30 days after election as a probationary member. (c) Exception. Honorary members shall be excepted from all dues and assessments, including initiation fees. Upon application for active membership, junior members are exempted from payment of any initiation fee.
- Section 3. Moorage fees. Amounts of fees for moorage will be established by the Board of Directors before the annual meeting of each year.

ARTICLE VII: Club Meetings

- Section 1. There shall be twelve regular meetings in each year.
- Section 2. Special meetings may be called by the Commodore or the Board of Directors whenever they may think necessary, or by the Yeoman at the written request of at least ten members.
- Section 3. Notices of special meeting shall state the object thereof and shall be sent to every member of the Club at least five days previous thereto. At special meetings no other business shall be transacted except as stated in the notice of the meeting.
- Section 4. Seven members shall constitute a quorum at a meeting, and in the absence of the Flag Officers they shall select their chairman. The withdrawal of any member after the commencement of a club meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- Section 5. The annual meeting shall be the December meeting of each year.
- Section 6. The membership may overturn any decision made of the Board at any regular meeting by a vote of all members entitled to vote, according to the current roster.

ARTICLE IX: Amendments

- Section 1. The Constitution may be amended, altered or repealed by a majority vote of all the members present at any regular or special meeting, provided notice of such amendment,

alteration or repeal shall be mailed to each member at least five days prior to the meeting.

BYLAWS

CHAPTER 1: Standing Committee

- Section 1. At the first meeting of the Board of Directors, subsequent to the annual meeting of the club, the Board may approve appointments to the following standing committees to serve until their successors are appointed, to-wit: Grounds Committee, Admissions Committee, and Finance/Budget Committee.
- Section 2. Admissions Committee. There may be appointed an Admissions Committee. They shall investigate the character and standing on all persons proposed for membership in the club, and report upon the names to the Board of Directors.
- Section 3. Finance/Budget Committee. The Finance/Budget Committee shall consist of three members whose duty shall be to generally supervise the finances of the club and provide for a periodical review of the books and to furnish such other information and perform such other duties as the Board of Directors may direct.
- Section 4. Grounds Committee. There shall be a Grounds Committee to be in charge of the club grounds and its maintenance.

CHAPTER II: Meeting of Club

- Section 1. The regular meeting shall be held as follows: There shall be twelve regular monthly meetings each year. The meeting held during the month of December shall be the annual meeting and the primary purpose of that meeting shall be the election of officers.
- Section 2. Notices of regular meetings shall be sent to every member of the Club, at least five days previous thereto.
- Section 3. The order of business at regular meetings shall be: 1st Reading of Minutes. 2nd Report of Directors. 3rd Report of Officers, according to rank. 4th Reports of Standing Committees. 5th Reports of Special Committees. 6th Communications to the Yeoman. 7th Elections. 8th Unfinished business. 9th New Business.
- Section 4. Seven members shall constitute a quorum at a meeting, and in the absence of the Flag Officers they shall select their chairman. The withdrawal of any member after the commencement of a club meeting shall have no effect on the

existence of a quorum, after a quorum has been established at such meeting.

CHAPTER III: Indebtedness

- Section 1. Dues, moorage, and other amounts due. On the first day of January of each year the Finance Officer shall send first notices to all members. On the first day of February of each year, the Finance Officer shall send second notices to all members who may then be in arrears. On the first day of March of each year, the Finance Officer shall send out a delinquency notice to members who have not paid the full amount due. If monies are not received by March 31, the member shall be dropped from membership with no reinstatement. The dropped member may apply as a new member, with the payment of an initiation fee. If the application is made in the same year as being dropped from membership, and entire year of dues shall be due and payable without being prorated. Members who are not able to pay the amount due may, (1) appear before the March board meeting or, (2) send a letter to the board in time to be considered at the March board meeting. The letter should include the reason for not paying the full amount and a proposed payment schedule. The board's decision shall be final. New members shall pay their dues within 30 days of receipt of an invoice. There will be no appeal for board action as a result of non-payment.
- Section 2. Moorage Fees. Fees for permanent moorage are due and payable the first day of January of each year. These fees shall be prorated at the time of assignment. The Board of Directors shall establish moorage fees.

CHAPTER IV: Guest Privileges

- Section 1. The privileges of the Club will be extended to the owners of the visiting crafts from a Club which such courtesies are exchanged for ten days in each season, and this time may be consumed by one visit, or may be divided to suit the convenience of the visitor, so long as a greater time than ten days in any one year is not consumed. Owners may bring to the Club a maximum of five guests.
- Section 2. The Board of Directors may extend the privileges of the Club to distinguished individuals and may renew such invitations at the discretion.

- Section 3. The Admissions Committee may extend the privileges of the Club to prospective members upon reaching a favorable recommendation for membership pending formal approval for membership by the Board.
- Section 4. Members shall be responsible for the conduct of visitors and guests.
- Section 5. The Board of Directors may withdraw any guest privileges.

CHAPTER V: General

- Section 1. Corporate Seal. The corporate seal of the Club shall be a circular device, the rim containing the name SALEM YACHT AND BOATING CLUB, INCORPORATED, SALEM, OREGON.
- Section 2. Club Burgee. The club burgee shall be a triangular flag, the hoist being two-thirds of the length; the design being blue on the upper half and gold on the lower half.
- Section 3. Board Pennants. (a) The Commodore's pennant shall be a rectangular flag with a blue field, having a white fouled anchor surrounded by a circle of 12 white stars. The hoist of the flag to be two-thirds of the length. (b) The Vice Commodore's pennant shall be the same design as for the Commodore, substituting a red field, a white anchor and stars. (c) The Rear Commodore's pennant shall be the same design as for the Commodore's, substituting a white field, a rectangular and one red star. (d) The Fleet Captain's pennant shall be a blue fouled anchor on a white field. (e) The Acting Commodore's pennant shall be a plain blue rectangular field. (f) The Past Commodore's pennant shall be a white fouled anchor on a blue field with three white stars arranged vertically between the anchor and the mast. (g) The Cruise Captain's pennant shall be a white boat on a blue field.

CHAPTER VI: Amendments

- Section 1. The By-Laws may be amended, altered or repealed by a majority vote of all the members present at any regular meeting provided notice of such amendment, alteration or repeal shall be mailed to each member at least five days prior to the date of such meeting.

CHAPTER VII: Moorage Rules, including Cove and Beach Areas

- Section 1. All boat owners or operators entering the moorage area shall promptly comply with all directions or instructions of a Board Member with respect to the movement of their boats or otherwise. Non-compliance with such directions or instructions shall be cause for the Board Member to enforce removal of the boat from the dock area.
- Section 2. All boats using the facilities of the Salem Yacht and Boating Club for moorage of otherwise shall be subjects to all charges, rules and regulations made by the Board of Directors and approval by the Club.
- Section 3. Discharge of sewage from toilet facilities on boats while in the dock area is prohibited.
- Section 4. Boats may be moved by the Dock property.
- Section 5. Moorage space, once assigned, may not be assigned or sub-let by the user without approval of the Board of Directors.
- Section 6. Landing steps and other similar gear shall be kept aboard the boat when not in use.
- Section 7. Dinghies, when unattended, shall not be kept in the water or stored on the docks. An area will be provided for their storage when not in use.
- Section 8. Swimming will be permitted in the "Swimming Area" only.
- Section 9. All boats must be securely tied when unattended with suitable lines of sufficient size and strength. Please report promptly any loose tie-downs to a Board Member.
- Section 10. Loading time of not more than 15 minutes will be permitted at the boat ramp.
- Section 11. All dogs shall be kept on a leash at all times while on club property. No dogs are allowed on the grounds during the boating season unless they are kept in the boat.
- Section 12. No firearms, slingshots, or BB guns may be discharged in moorage area of club grounds.

CHAPTER VIII: Guests

- Section 1. While guests are welcome at the club, members are responsible for the conduct of their guests. Members are required to meet their guests at the main gate and see that they are properly escorted while on club property.
- Section 2. Parking is permitted for guest cars in the upper parking only. At no time are cars to be parked in any driveway.

CHAPTER IX: Keys

Section 1. Each club member is to be issued keys/cards as determined by the Board of Directors. Club keys/cards are available for the members' use only. These keys/cards fit the locks at the main gate. At no time are these keys/cards to be loaned to anyone other than a club member. Members are responsible for locking the gate. The Board of Directors will supply keys/cards to utilities or other non-members as required for the operation and maintenance of the club.

CHAPTER X: Parking

Section 1. Lower lot parking is limited to members. One car per family in designated area only. Parked vehicles shall at no time interfere with ramp or driveway access.

Section 2. The upper parking area is for members and guest parking.

CHAPTER XI: Requests for Moorage

Section 1. Members desiring moorage shall send to the Board of Directors a signed dated letter stating the type (permanent or side) of moorage requested.

Section 2. The Treasurer shall maintain a current listing of both types of moorage requests.

Section 3. Priority for moorage shall be established by the date the letter is received by the Board of Directors.

CHAPTER XII: Membership Application

Generally, the procedures for an application for membership are as follows:

1. Application form to be filled out in full by prospective member.
2. Application form is to be signed by the sponsor and two endorsers and accompanied by the initiation fee.
3. Prospective member is to appear and be introduced by the sponsor at a General Meeting.
4. Admission Committee will interview the prospective member before the next succeeding Board of Directors meeting.
5. Admission Committee will make their recommendation to the Board of Directors. The Board of Directors will then vote on prospective members.

6. New member is to appear at the next General Meeting for formal introduction by sponsor.