

**BY-LAWS
DILLON YACHT CLUB
DILLON, COLORADO
NATIONS HIGHEST 9017FT.**

(Proposed 03/03/2014)

ARTICLE I

Members

1. Classes and Qualifications of Members:

There shall be eight classes of membership:

- Life,
- Regular,
- Family
- Social
- Non-Resident with Reciprocity
- Non-Resident without Reciprocity
- Junior
- Honorary.

A Life membership may be conferred on any person of the age of 18 or older at the discretion and upon approval of the Board of Directors. The Board of Directors may confer upon any person at the recommendation of a Board Member or Club Officer and upon approval an honorary membership.

2. Definitions of Membership and Privileges

A. Voting Membership: Voting members shall constitute Life, Regular, Family, Non-Resident with Reciprocity and Junior Members. Non-voting members shall constitute Non-Resident without Reciprocity, Social, and Honorary Members. Any person applying for voting membership (other than Junior Membership) of the age of 18 or older, must file a written application on a form prescribed by the Board of Directors reflecting a consent to be bound by the Articles of Incorporation, By-Laws, Amendments thereto, and the policies, rules and regulations at any time adopted by the Corporation in accordance with the By-Laws. Every application shall be accompanied by a payment of an initiation fee in an amount established for the current year by the Board of Directors and upon the approval of a majority of the Board of Directors. The applicant will be accepted as member for what category they are applying. Voting members shall be entitled to utilize all of the club facilities, participate in all club activities, have reciprocity privileges with other participating yacht clubs, receive official club communications, and all notices of meeting of members. They can hold office in the club, vote at any meeting of members and directors, all as provided in these By-Laws and subject to such rules, regulations, and policies as may be promulgated by resolution of the Board of Directors. Voting members are entitled to compete in the DYC Summer Racing Series. Voting members shall be entitled to all club incentives or benefits offered by supporting business. Members and their spouses will have one vote and shall inform the Board of Directors as to which spouse is entitled to vote before any single issues are voted upon.

Any children of a member can apply for Junior Membership until the age of (18) eighteen years of age. Upon attaining the age of (18) eighteen years of age or becoming married, whichever first occurs, a child of a voting member may apply for a voting membership and shall be given highest priority on the waiting list of voting membership applicants immediately behind any non-voting members applying for voting membership.

B. Non-Voting Membership: (Social, Non-Resident without reciprocity, Honorary) These members shall be entitled to the following privileges:

- Receive the club newsletter,
- Participate in all club social activities
- Participate in DYC Summer Racing Series as crew, or enter their boat in any individual club series regatta, but without competing as a “series” competitor.
- All club incentives or benefits afforded their membership status by supporting business. Any of these members making application for a voting membership shall be given the highest priority (directly behind those on the waiting list) of voting membership applicants.

C. Honorary Membership: These members shall be recommended and approved by members of the Board of Directors and offered to those people who have gone over and above the call of duty to help support the development and management of the club’s growth. They shall be exempt from the privileges of voting at any meeting of the members and of holding office. Voting members who have reached the age of 75 years old will also be entitled to the category of Honorary Membership and have all of the obligations of maintaining the integrity of a voting member and maintain the right to vote at any meeting of the members. They will be exempt from holding any Board of Directors offices as well as obligations of paying any initiation fee, dues, or assessments.

D. Life Membership: Life members shall have all of the privileges and obligations of voting members except the obligation of paying any initiation fee, dues, or assessments. Life members will be obligated to pay all racing fees if they participate in the summer series racing program until the age of seventy (70). The Board of Directors can, at any annual meeting of the members, appoint a voting member to a Life Member as long as it gets a majority vote to do so. A current member in good standing may obtain a life membership in the corporation if one is available (per restrictions outlined in Article I, Section 2, Paragraph D) and approved by the Board of Directors for a fee of \$5,000 or as determined and approved by the Board of Directors.

There shall be granted no more Life Members at any given time than the equivalent of 15% (rounded up) of the club’s current membership level at the time of any request for Life Membership. When the quota of 15% is filled, the Board in order of application will grant new life memberships whenever a vacancy occurs or is created by growth of DYC members. When an application for life membership is approved, the new life member will make a single payment of \$5,000 unless otherwise determined and approved by the Board of Directors.

A Life Membership is transferrable only to the surviving spouse of the Life Member.

3. Termination Of Membership: The Board of Directors, by affirmative vote of 2/3 of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any annual or special Board of Directors’ meeting, terminate, suspend, or expel any member who shall be in default in the payment of dues for the period fixed in Article VII of the By-Laws or fall under Section C Gross Misconduct rule 69, 69.1, 69.2, 69.3 of the Racing Rules of Sailing.

4. Resignation: Any member may resign by filing a written resignation with the secretary, but such resignation will not relieve the member from resigning from the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

5. Reinstatement: Upon written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of the majority of the Board of Directors, may reinstate such former member to membership upon such terms as the Board may deem appropriate. Reinstated memberships with a lapse of more than 10 years since last membership in good standing will be subject to pay membership initiation fees.

6. Transfer of membership: Membership in the Corporation is not transferable or assignable.

ARTICLE II

Meetings of Members and Directors

- 1. Annual Meetings:** An annual meeting of the members and Directors of the Corporation shall be held at the office of the Corporation or at any other place designated in the notice of the meeting on a selected date that will have present the majority of the Board of Directors. The annual meeting will have to be completed by the end of the calendar year of each year. At such meeting, the officers and directors shall be elected pursuant to Article II, Section 5. The officers of the Corporation shall present their annual reports, and the Secretary shall have on file an accurate current listing of all the members. All business pertaining to the Corporation shall be reviewed, and any new business may be considered.

Fleet Captains shall also be announced at Annual Meetings. Fleets that consist of five (5) or more registered racing boats shall be responsible for electing fleet captains following the annual awards banquet and prior to the annual meeting – notifying the club Secretary upon election. If said Fleets do not select a Fleet Captain, the board may, at any time, appoint a person to represent that fleet for representation when requested by the Board of Directors.
- 2. Special Meetings:** Special meetings of the members or Directors may be held at any time at the office of the Corporation or at any other place designated in the notice thereof pursuant to a resolution of the Board of Directors, or by a call of the President (Commodore), or by a call of one third or more of the voting members. At any meeting of the members and Directors, notice of which indicates such purpose, directors or members may be removed with or without cause by a vote of the majority of the members entitled to vote.
- 3. Notice of the Meetings:** Notice of the time and place of all meetings shall be prepared by the Secretary and delivered personally, emailed, posted on clubs web site and/or deposited in the Post Office properly addressed to each member at least 10 days but not more than 50 days before such meeting. Notices of “special meetings” shall state the purposes thereof. It is the responsibility of each and every member to furnish the Secretary with their correct email and/or Post Office address; they shall not be entitled to a separate personal notice referred to herein.
- 4. Voting:** All voting members shall be entitled to vote at the annual and special meetings of the members and directors and at such meetings each voting member shall be entitled to vote exercised in person or by proxy. A voting list shall be prepared and be available at any meeting, which list shall show the members entitled to vote; however, failure to comply with this provision will not affect any action taken at any meeting.
- 5. Election of Officers and Directors:** At the annual meeting of the members and Directors, the members shall elect a Commodore, Vice-Commodore, Rear Commodore, Secretary, Treasurer and Members-at-large and serve until the election of their successor at the end of each officer’s term. The terms of the office shall be two (2) years each for the Commodore, Vice Commodore, and Rear Commodore, and one year each for the Secretary, Treasurer, and Members-at-large. The balance of the Board of Directors shall be elected pursuant to the provisions of Article III, Paragraph 1, provided, however, that additional candidates for any office may be nominated from the floor at the annual meeting by motion of a voting member, seconded by three additional voting members.
- 6. Quorum:** A Quorum shall consist of 10% of the voting membership present as long as the actions of the meeting are ratified in writing, or in combination with attendance by at least 30% voting members.
- 7. Proxies:** Any member entitled to vote may be represented at any annual or special meeting of the members by a duly executed proxy. The proxy shall be in writing and properly signed, and no proxy shall be valid after 11 months from the date of its execution.

8. Order Of Business:

- A. Call of roll.
- B. Proof of due notice of meeting or waiver thereof.
- C. Presentation of the list of members.
- D. Announcement of a quorum.
- E. Reading and disposal of any unapproved minutes.
- F. Annual reports of officers and committees.
- G. Election of Directors and Officers.
- H. Announcement of Fleet Captains
- I. Unfinished business.
- J. Ratification of Directors and Executive Committee's acts.
- K. New business.
- L. Adjournment.

ARTICLE III

Directors

1. **Officers, Directors, Members:** The affairs of the club shall be managed by a Board of Directors consisting of: elected officers (Commodore, Rear Commodore, Vice Commodore, Treasurer, Secretary), the past Commodore, DYC Junior Sailing Program Liaison, and up to 7 members elected at large. Each member of the Board of Directors will have a single vote.

The Board of Directors may also appoint individuals to the at large positions if not filled by a vote of the membership.

The DYC Junior Sailing Program Board Chairman shall also serve as the DYC Junior Sailing Program Liaison on the DYC Board of Directors.

2. **Nominating Committee for Directors and Officers:** The Past Commodore shall be the chairman of a nominating committee and shall, prior to the annual meeting, nominate candidates for the offices of Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and Members-at-Large and Race Director. These candidates shall be submitted to the Board of Directors for approval prior to the annual meeting and then presented at the annual meeting to the membership. Additional nominations for the offices may be made from the floor of the annual meeting by motion of a voting member seconded by two additional voting members. Each voting member shall be entitled to cast one vote for each office, and each additional seat on the Board of Directors to be filled. The nominees for each office receiving the highest number of votes shall be elected to such office and persons nominated for the Board of Directors who have the highest number of votes in consecutive order shall be elected to the Board of Directors. No cumulative voting shall be permitted.
3. **Vacancies:** Any vacancy occurring in the Board of Directors may be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors, even though there is less than a Quorum of the Board of Directors.

ARTICLE IV

Meetings of Directors

- 1. Regular and Special Meetings:** Regular and Special Meetings of the Board of Directors shall be held at the office of the Corporation, or at any other place designated in the notice of the meeting, at least once each (calendar) quarter following the annual meeting of the members. Special meetings of the Board of Directors may be held on the written call of the Commodore or any two members of the Board.
- 2. Notice of Meetings:** The Secretary shall notify each member of the Board for all regular and special meetings by delivering to him personally, or by mailing at least three days before any such meeting, a written or printed notice thereof, giving the time, place, or by verbal notification three days prior thereto, giving the time and place. A signed waiver of notice of any meeting, special or annual, or the attendance thereat shall have the same effect and shall at all times receive the same construction as though a regular notice had been properly given to each Director providing the waiver or attending. No statement of purpose of business need be given for any meeting.
- 3. Informal Action by Directors:** Any action required by law to be taken at a meeting of Directors, or any action, which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, set forth the actions so taken, shall be signed by all of the Directors.
- 4. Quorum:** A majority of the Board of Directors as fixed in the By-Laws shall constitute a Quorum, and the majority of the members in attendance at any board meeting shall, in the presence of a Quorum, decide its action. A minority of the Board present at any annual or special meeting may, in the absence of a Quorum, adjourn to a later date, but may not transact any business until a Quorum has been secured.
- 5. Executive Committee Meetings:** Executive Committee Meetings of the Board of Directors consisting of club officers (Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer) shall be held at the office of the Corporation, or at any place designated in the notice of meeting at the request of the Commodore. Executive Committee Meetings will be called as needed by the Commodore for the purpose of planning and preparation for regular, annual and special meetings of the Board of Directors. No statement of purpose of business need be given for any meeting. No actions may be taken at Executive Committee Meetings that are required by law to be taken at a meeting of Directors, or by a vote by the Directors or membership as set forth in these bylaws, Article II.

ARTICLE V

Officers & Directors

- 1. Election and Qualification:** The officers of the Corporation shall be a Commodore, who shall carry the additional title of President, Vice Commodore, who shall carry the additional title of Vice President, Rear Commodore, Treasurer, Secretary, and Past Commodore. All, with the exception of the Past Commodore, shall be elected by the members at the annual meeting in the manner set forth in Article II of these By-Laws. Offices shall be held for the period set forth in Article II, section 5, until their respective successors are duly elected and qualified, unless they sooner resign or unless removed by a majority of the voting members. An individual must be a minimum of 21-years-old to run for/hold an officer position on the Board of Directors. An individual must be a minimum of 18-years-old to run/hold a "member-at-large" or "director" position on the Board of Directors. The Board of Directors may fill any vacancies for the unexpired term by the voting members, or if the members fail to fill such vacancy within 30 days. More than one office may not be conferred on one person.
- 2. Commodore (President):** The Commodore shall preside at all meetings of the members and Directors and shall sign all membership certifications. He/she shall sign when duly authorized, all contracts, orders, deeds, leases, licenses, and other instruments of special nature. He/she shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of the company's business. He/she shall also, in the absence or disability of the Treasurer, endorse checks, drafts, and other

negotiable instruments for deposit of collection, and shall, with the Secretary, sign the minutes of all meetings over which he may have presided. He/she shall have such usual powers of supervision and management as may pertain to the office of President, and perform such other duties as may properly be required of him/her by the Board of Directors. The Commodore will work with the Race Director, and maintain final authority for establishing an organized racing program for the membership that is consistent with the highest standards of excellence. He/She shall also be the representative "voice" for the club in public affairs, meetings, promotional and media opportunities. The Commodore shall have authority to create and assign members to participate in special task forces as needed to explore and recommend strategy to the board on complex or strategic issues faced by the club.

3. **Vice Commodore (Vice President):** The Vice Commodore, in the absence, disability, or refusal to act of the Commodore, shall possess all of the powers and perform any of the duties of that office and perform such other duties as may properly be required of him/her by the Board of Directors. He/she shall serve as co-chair of the Dillon Open Regatta committee; appoint a co-chairperson; and any sub-committee persons to administer all the developments to host such event for maximum exposure and participation. The Vice Commodore shall also actively participate with the Commodore and Treasurer on all financial matters and meetings related to the financial affairs of the club.
4. **Rear Commodore:** The Rear Commodore, in the absence, disability, or refusal to act of the Vice Commodore, shall possess all of the powers and perform any of the duties of that office and perform such other duties as may properly be required of him/her by the Board of Directors. He/she will assist the Vice Commodore as a member of the Dillon Open Committee, and shall serve as Chairman of the Membership Committee may appoint any sub-committee persons to assist in the development of membership recruiting efforts and membership participation.
5. **Treasurer:** The Treasurer shall have custody of and be responsible for all monies and securities of the Corporation. This person shall keep full and accurate records and accounts and books belonging to the Corporation, showing its accounts, liabilities and financial condition, and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. They shall deposit in the name of the Corporation and in such depository or depositories as are approved by the Board of Directors all monies which may come into their hands for the Corporation's account, yet granting hereby reasonable latitude in handling petty cash and holding funds for a short period of time. Their books and accounts shall be open at all times to the inspection of any Director or any member of the Corporation. The Treasurer shall payout money, either by special or general direction of the Board of Directors. They shall endorse for collection or deposit all bills, notes, checks, and other negotiable instruments of the Corporation. They shall make a full report of the financial condition of the Corporation for the annual meeting of the members, together with such other reports and statements as may be required by the Board of Directors, or by the Federal or State laws. The signature of the Treasurer also is sufficient as drawer of any corporate checks.
6. **Secretary:** The Secretary shall keep the corporate records; issue and cancel membership certificates; and sign, with the Commodore, contracts, deeds, and other instruments whenever so ordered or required by these By-Laws. They shall keep the seal of the Corporation and affix the seal, attested by their signature, to such instruments as may require it. They shall keep full minutes of all meetings of the members, special meeting and the Board of Directors, and issue calls for meetings of the members, and give due notice thereof. They shall make such reports to the Board of Directors as they may request, and shall prepare such reports and statements as required by Federal and State laws. They shall attend to such correspondence and such other duties as may be incident to their office or be properly assigned to him by the Board of Directors. All membership cards shall be issued within a reasonable period of time following payment of membership fees. New membership cards shall be issued monthly until the end of Labor Day weekend where all new applicants shall be prorated until the following year.
7. **Past Commodore:** The Past Commodore shall actively participate in all meetings of the Board of Directors and Executive Committee meetings as requested by the Commodore. He/she may serve on multiple committees or task forces as desired or as requested by the Commodore. He/she shall serve as an advisor to the Commodore. Upon fulfilling their full term satisfactorily (2 years) as Past Commodore, he/she shall have the option to accept a life membership in the club.

8. **Members-At-Large:** Shall actively in participate in all meetings of the Board of Directors. He/She shall serve on at least one committee or task force and may serve on multiple committees as requested by the Commodore. He/she shall be trusted advisors to the officers of the club and represent a diversified background of professional and personal skills.
9. **DYC Junior Sailing Program Liaison:** The DYCSJP Board Chairman shall actively participate in all meetings of the DYCSJP Board of Directors. He/she may serve on multiple committees or task forces as requested by the Commodore. He/she shall be responsible for informing the DYCSJP Board of Directors of strategy, vision, financial stability and programming being managed by the DYCSJP Junior Sailing Program.

ARTICLE VI

Committees

1. **Committees of Directors:** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; subject, however, to the limitations contained in the Colorado Non-Profit Corporation Act; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.
2. **Other Committees:** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors at a meeting at which a Quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the Corporation, and the Commodore of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the Corporation shall be served by such removal.
3. **Term of Office:** Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as member thereof.
4. **Chairman:** One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.
5. **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
6. **Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a Quorum and the act of a majority of the members present at a meeting at which a Quorum is present shall be the act of the committee.
7. **Rules:** Each Committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII

Dues, Initiation Fee, and Assessments

- 1. Annual Dues and Fees:** The Board of Directors may determine, from time to time, the amount of initiation fee, if any, annual dues, and racing fees payable to the Corporation by its members. To collect membership dues and fees, the Secretary of the Corporation shall prepare and send membership renewal invoices to members in good standing by the first day of January of the membership year and renewal invoices shall be payable upon receipt.
- 2. Payment of Dues:** Dues shall be payable to the club starting the first day of January. If a member has not paid dues by the end of March, they will be considered as a non-renewing member and dropped from the membership roster. Dues of members shall be in full amount for that year until the last day of October when all new memberships shall be received as a full payment for the following membership year.
- 3. Assessments:** The Board of Directors may, by majority vote, levy assessments other than dues upon the members solely for the purpose of providing funds to carry out the purposes and objectives of the Corporation. Such assessments will be levied on all members equally and shall be payable at such time as the Directors may prescribe.
- 4. Default and Termination of Membership:** When any member shall be in default in the payment of dues for a period of 60 days from the date such dues become payable, his membership may thereupon be terminated by the Board of Directors in the same manner provided in Article I of the By-laws.

ARTICLE VIII

Membership Cards

- 1. Membership Cards:** The Membership card is evidence of membership in the Corporation, which shall be in such form as may be determined by the Board of Directors. If any membership card shall become lost, mutilated or destroyed, a new membership card shall be issued at the written request of the member to the Secretary of the Board of Directors.
- 2. Issuance of Membership Cards:** When an member has been elected to membership and had paid any initiation fees and dues that may then be required, a membership card shall be issued in his name and delivered to him by the Secretary or Treasurer within 30 days, if the Board of Directors shall have provided for the issuance of membership cards under the provisions of this Article. The board of Directors may impose an administrative fee to replace lost membership cards.

ARTICLE IX

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

ARTICLE X

Racing Rules

1. All races will be conducted pursuant to the Sailing Instructions published by the DYC's Race Committee and the Racing Rules of Sailing.
2. No boat shall be scored unless the yacht in question has paid the minimal racing fees applicable and is in good standing with their class authority if racing one design.
3. In one design racing, all participating boats shall be governed by classes' national authority; if not already stated in the DYC's Sailing Instructions.

ARTICLE XI

Amendments

These By-Laws may be amended, repealed or altered, in whole or in part, at the annual or special meeting of members.