BYLAWS
OF
ROSE CITY YACHT CLUB, INC.

PLEASE NOTE: INFORMATION IN BYLAWS, CLUBHOUSE RENTAL POLICY, AND GENERAL RULES SECTIONS ARE FOR REFERENCE ONLY. CURRENT UPDATED INFORMATION MAY BE FOUND IN THE MEMBERS ONLY SECTION ON THE WEBSITE.

ARTICLE I
NAME, LOCATION AND DEFINITIONS

Section 1. The name of the Corporation shall be Rose City Yacht Club, Inc., hereinafter referred to as the "Club," and the principal office of this Club shall be located in Multnomah County, Oregon.

Section 2. The following definitions are incorporated as a part of these Bylaws.

- The term "Board" refers to the Board of Directors (Flag Officers and Directors).
- The term "Flag Officer" is defined as Commodore, Vice Commodore, Rear Commodore and Secretary.
- The terms "written", "in writing", "mailed", or "sent" are broadly defined to include electronically delivered messages or documents (e-mail) as well as those delivered by the U.S. Postal Service or other recognized public carriers.
- The term "meeting" shall be expanded to include the use of audio, video and/or text to link participants on-line for a virtual meeting when necessary as well as in-person, group gatherings.
- "Executive Session" shall be defined as any Board Meeting or segment within an otherwise open meeting in which the content of the discussion is treated as confidential and no Board decisions shall be made. An "Executive Session" shall include the Board and those persons the Board may request to attend.
- "Membership" consists of a single adult person or adult partnership from a shared household.
- "Member" is one person within a "Membership".
- A "Voting Membership" is a "Membership" consisting of at least one Active or Active Life Member. Each "Membership" will be entitled to only one vote.

ARTICLE II
PURPOSE

The purpose of the Club shall be to promote the sport of boating; to provide a Clubhouse, moorage and facilities for the use of its members; to develop good fellowship and sportsmanship among its members; and to promote recreational boating with the general public.

ARTICLE III
AUTHORITY

Section 1. Authority of Membership. Except as otherwise delegated or assigned in these Bylaws, the Membership has full authority over:

- all Club activities, functions and business matters, which includes adopting, amending and deleting provisions of the Bylaws and General Rules.
- all actions related to the Club's proprietary interests, including property ownership, Resident Member agreements, and rental of the Clubhouse for private functions.
- any other matter, interest, or duty of the Club not specifically listed.

Section 2. Bylaws. The Membership may adopt, amend or delete a Bylaw provision by a two-thirds vote of the Voting Memberships. An amendment to the Bylaws, or deletion of any section or portion thereof, shall not alter or modify the tax-exempt status of the Club.

Section 3. General Rules. The Membership may adopt, amend or delete a General Rule provision by a majority vote of the Voting Memberships.

Section 4. The Board has the authority delegated to it by the Membership in the Bylaws and General Rules. More specifically,

- The Board's primary role is to administer the activities, functions and business matters of the Club, subject to applicable provisions of the Bylaws and General Rules.
- The Board is delegated administrative authority to handle proprietary matters related to all property owned by the Club, Resident Member agreements, and rental of the Clubhouse facilities for private events.
- The Board is authorized to engage in enforcement matters to the extent specifically provided for in the Bylaws.
- Upon request, the Board may excuse a Member's noncompliance with Bylaw or General Rule provisions due to extraordinary and compelling circumstances, such as an emergency, incapacity or hardship. This authority must be exercised sparingly.
- Any Board action that excuses noncompliance due to compelling circumstances shall be reported to the Membership at the next General Membership meeting.
- Before approving a waiver or total exception to a Bylaw or General Rule, the matter shall be reported to the Membership and an advisory vote of Voting Memberships taken.

ARTICLE IV

MEMBERSHIP

Membership in the Club shall be open to one or two people living in a single household, at least 21 years of age who are current boat owners with an active interest in boating. For the purposes of Membership, a "boat" is defined as being of at least 15 feet in length and registered or documented. Separate households with a joint ownership arrangement must each apply for, and separately maintain membership in the Club. Membership requires approval of the Board and includes the following classifications:

Section 1. Voting Memberships

Section 1.1 **Active Member**. An Active Member shall be entitled to all the benefits of Club membership, to one vote per Membership, opportunity to hold office, and are eligible to obtain moorage. An Active Member is obligated to pay dues, fees, charges and assessments and is required to perform work hours.

Section 1.2. **Active Life Member**. A Member who has been an Active Member for a period of 20 years and has reached the age of 65, may, upon request and approval of the Board, become an Active Life Member. They shall be entitled to participate in Club activities, to one vote per Membership, opportunity to hold office, and occupy moorage. They are not obligated to pay dues or perform work hours, but shall pay all other fees, charges and assessments.

Section 2. **Nonvoting Memberships**

Section 2.1 **Inactive Member**. Any Member who has been active for three consecutive years and has ceased participation in boating, may, upon approval of the Board, become an Inactive Member. An Inactive Member shall be entitled to participate in Club activities, but may not vote, hold office, or occupy moorage. An Inactive Member shall not be required to perform work hours. Club dues, fees, charges and assessments shall be half the sum paid by Active Members. Upon approval of the Board, an Inactive Member may return to Active Member status and resume payment of full fees, dues, charges and assessments, and comply with other terms as deemed necessary by the Board.

Section 2.2 **Inactive Life Member**. Any Active Life Member who no longer has a boat in the Club's moorage, but wishes to retain an affiliation with the Club, may apply to become an Inactive Life Member. An Inactive Life Member may not vote or hold office. They shall not be obligated to perform work hours or pay any fees, dues, charges or assessments. Once granted Inactive Life Member status and having no further financial obligation to the Club, an Inactive Life Member may surrender their membership bond for a refund.

Upon approval of the Board, an Inactive Life Member may return to Active Life Member status. They shall be entitled to participate in Club activities, to one vote per Membership, opportunity to hold office, and occupy moorage. They are not obligated to pay dues or perform work hours, but shall pay all other fees, charges and assessments. They need to go through the normal moorage application process and waiting list and provide a new bond if they have surrendered their bond.

Section 2.3 **Cruising Member**. A Member who has maintained an Active Member status for at least five consecutive years and leaves the moorage with the intent to cruise for at least one year may, upon request and approval of the Board, become a Cruising Member. A Cruising Member shall be entitled to participate in Club activities, but may not vote, hold office or occupy moorage. A Cruising Member shall not be subject to work hour obligations. Fees, dues, charges and assessments for a Cruising Member shall be as determined by the Board. Cruising Member status will cease when the member is no longer cruising or when a Cruising Member requests, and is approved by the Board, to return to Active Member status.

Section 2.4. **Honorary Member**. Upon approval of the Board, any person who has demonstrated an exceptional or unusual interest in boating, and who is considered worthy by the Membership, may be designated an Honorary Member for a period of one year. Honorary Membership may be extended by the Board. An Honorary Member shall be granted the rights and privileges of Active Members, except the right to vote, hold office and occupy moorage. They shall not be required to pay fees, dues, charges and assessments and are not liable for work hours

ARTICLE V

RIGHTS AND OBLIGATIONS OF MEMBERS

Section 1. Except as otherwise provided, a member must pay and deliver to the Club within thirty days of the billing date, all dues, fees, charges and assessments established by Membership vote. Any account not paid in full within thirty days of the billing date shall become a delinquent account. A delinquent account shall be assessed a late charge of ten percent for each billing period that a delinquency exists. Any sum or obligations payable by the Club to a Member or former Member shall be paid only after deducting any sum owed by the Member.

Section 2. Any account not paid within sixty days of billing shall be referred to the Board for consideration and action. The delinquent Member shall be given thirty days to respond to a written notice of the delinquency either by paying the account in full or be offered the opportunity to address the delinquency before the Board in Executive Session (see Definitions). After hearing the evidence, the Board shall decide the matter in open session. The Board may suspend the rights and privileges of the delinquent Member for a stated period or revoke the membership. A Member whose membership is revoked will be required to remove their boat from the moorage within ten days and return all Club keys and key cards. The membership bond will be used to offset the debt owed. A suspended Member may apply in writing to the Board for reinstatement of rights and privileges following the payment of all delinquencies and late charges.

Section 2.1. The Member may choose to appeal the matter to the Club Membership. The Board will provide the disposition of the charges made and the recommended action to be taken at the next General Meeting. The Voting Membership will choose one of the following options: suspension of rights and privileges, revocation of membership, or reinstatement of membership following payment of all delinquencies and late charges. The vote of two-thirds of the Voting Memberships present will determine the action to be taken. During the appeal process, the Member's boat may remain in the moorage. The Member may also retain keys and key cards until the appeal is heard and voted upon. Should the appeal result in the revocation

of membership, the Member will have ten days to remove their boat from the moorage and return keys and key cards.

Section 3. Each Active Membership shall be required to complete annual work hours deemed necessary by the Board, and approved by the Voting Membership, for the development and maintenance of Club facilities. Each work hour not completed within the period of assignment shall be billed to the Membership at an hourly rate to be established by the Voting Membership unless prior arrangement has been reached with the Board. Annually assigned work hours can be performed by either or shared by both individuals of the household to meet Club requirements. Substitute performance of the work hour obligation may be arranged in advance with the approval of the Board. Continued failure to perform the required work hours constitutes "objectionable conduct" and shall trigger Bylaws Article XX. Such action shall be brought by the Vice Commodore on behalf of the Board in performance of their duties related to the work hour program.

Section 4. Subject to the terms of the Bylaws, a Member shall have the right to use the properties, moorage, and facilities of the Club. Guests, dependents of members, and visiting members of reciprocal yacht clubs shall have any privileges as may be determined from time to time by the Board. The Board shall have discretion to extend such privileges to other persons for a limited period of time or for a particular purpose.

ARTICLE VI

GOVERNANCE OF THE CLUB

Section 1. The Club shall be governed by the Flag Officers (Commodore, Vice Commodore, Secretary, and Rear Commodore) and 5 Directors elected at large from the Voting Membership. The officers shall hold office for one year or until their successors are appointed or elected. All Officers' titles and duties shall be as follows.

Section 1.1. **Commodore**. The Commodore shall:

- preside at all General and Board Meetings of the Club.
- enforce the Bylaws and General Rules.
- preside over all activities.
- be an ex-officio member of all committees.
- supervise management of Club affairs and property.
- appoint committees and representatives of the Club with the advice and consent of the Board.
- appoint, as needed, acting Board members with the advice and consent of the Board.
- be a Board Member, but shall not vote except when necessary to resolve a tie vote.
- become the Rear Commodore automatically for a period of one year without a vote of the Membership at the end of their term as Commodore.

Section 1.2. **Vice Commodore**. The Vice Commodore shall:

- assist all Flag Officers of the Club in the performance of their duties and shall perform the duties of the Commodore in their absence.
- manage the Club's work hour reporting program, including keeping a spreadsheet of hours worked by Members and regularly reporting to the Board about a Member's progress and/or Member's failure to complete work hours.
- ensure that the Board and Treasurer receive a timely report of Members that are to be charged for failure to complete required work hours for the work period.
- manage and update the Club's on-line calendar.
- manage the Clubhouse rental program.
- perform other duties as the Commodore or Board may deem proper.

Section 1.3. Rear Commodore. The Rear Commodore is the immediate Past Commodore and shall:

- assist all Flag Officers of the Club in the performance of their duties.
- make available to them the benefit of their experience and knowledge.
- chair the Nominating Committee.
- perform other duties as the Commodore or Board may deem proper.

Section 1.4. **Secretary**. The Secretary shall:

- record all proceedings of the General and Board Meetings of the Club.
- maintain an official copy of the Bylaws and General Rules, as amended, and reports of Officers and representatives of the Club.
- maintain a current roll of Members, their contact information, and a register of boats owned by Club Members.
- act in the absence of the Commodore and Vice Commodore.
- maintain contact with the appointed Treasurer and in the absence of the Treasurer, present budget reports as necessary at Club meetings.
- include current financial records in Club minutes.
- place a notice in the Foghorn informing the Membership of any new membership applications.
- perform other duties as the Commodore or Board may deem proper.

Section 1.5. **Treasurer**. The Treasurer shall:

- be appointed by the Commodore with a confirmation vote by a majority of the Board. The term of office shall be two years and may be renewed.
- be responsible for maintaining records of accounts for all funds received and disbursed, including the status and distributions of money from the designated funds.
- direct disbursements only by check supported by voucher that will be subject to approval by the Board. All checks shall be signed by a Flag Officer or Treasurer for amounts less than $500.00 and by any two Flag Officers or a Flag Officer and Treasurer for amounts exceeding $500.00.
- deposit all money received by the Club in a depository selected by the Board and deliver statements of accounts as scheduled by the Board. Money received by the accounting firm directly from the Membership for dues and fees shall be deposited by the firm. The account books shall be kept in readiness for examination, and any Member may examine the books upon reasonable notice at a reasonable time and place.
- report to the Commodore and Board and acts as a liaison between the bookkeeper and the Club.
- perform other duties as the Commodore or Board may deem proper.

Section 1.6. **Directors**.Directors shall:

- represent the Membership and raise issues from the Membership to the Board.
- shall hold office for a period of one year or until their successors are elected or temporarily appointed.
- be familiar with the Bylaws and General Rules.
- stay informed about committee matters, prepare for meetings, and review minutes and reports.
- perform other duties as the Commodore or Board may deem proper.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The Board has authority to:

- manage the affairs of the Club.
- perform specific duties set forth in the Bylaws.
- advise the Commodore on the appointment of Committee Chairs and Representatives of the Club.

Section 2. Standing Committees. The Commodore, with the approval of the Board, shall appoint two standing committees: the Long-Range Planning Committee and the Finance Committee.

Section 3. The Board shall establish an annual budget. The Finance Committee shall review the RCYC accounts and business practices annually. A written report of this review shall be made to the Board at the November Board Meeting and to the Membership at the November General Meeting. If deemed necessary, the Board may employ the services of an independent certified public accounting firm to provide a higher level of evaluation and reporting of the Club's accounts and/or management practices.

Section 4. Board Members shall attend all meetings of the Board. If a Board Member fails to attend two consecutive meetings without good cause, or without obtaining a leave of absence from the Board, that Board Member shall be deemed to have resigned. A successor shall be elected in the manner provided for succession in office. An acting Board Member may be appointed in the interim.

ARTICLE VIII

CLUB BURGEE AND INSIGNIA

The insignias and pennants of the officers of the Club shall be as designated by the latest revision of Chapman's Piloting, Seamanship and Small Boat Handling.

ARTICLE IX

MEETINGS

Section 1. The Annual Meeting of the Club shall be held the month in which Flag Officers and Directors are elected.

Section 2. Monthly General Meetings shall be held on the third Wednesday of each month, except August. If deemed necessary by the Board, a meeting may be held on another day. Special meetings of the Membership may be called by the Commodore or the Board or upon written request of five members with no less than ten days notification.

Section 3. Board meetings shall be held on the second Monday of each month. If an alternate date or an additional meeting is necessary, the Commodore shall notify the Board of the change.

ARTICLE X

NOTICES

Section 1. If any meeting is called on a day other than a regularly scheduled meeting, notice must be given to the Membership at least ten days prior to the date.

Section 2. The Secretary shall be responsible for notifying the Membership of any special meeting or alternate date/location of a regularly scheduled meeting.

ARTICLE XI

QUORUMS

Section 1. Twenty percent of the Voting Membership shall constitute a quorum at any Annual, General or Special Meeting of the Membership.

Section 2. Five Board Members, including one Officer, shall constitute a quorum at any meeting of the Board.

ARTICLE XII

NOMINATIONS AND ELECTIONS OF BOARD MEMBERS

Section 1. The Commodore shall appoint a Nominating Committee before August 1st. The Committee shall consist of four members and be chaired by the Rear Commodore. The rest of the Committee will be composed of the most recent available Past Commodore and two Members at large. No other current Flag Officers or Directors may serve on the Nominating Committee. If deemed necessary, the Committee may request input or guidance from the current Board or other members.

Section 2. The report of the Nominating Committee shall be filed with the Secretary in time to be published in the October issue of the Foghorn.

Section 3. At the October General Meeting, additional nominations for all elected Flag Officers and Directors shall be solicited from the floor. If there are no further nominations and nominations have been closed, a vote of those present on a motion for "election by acclamation" will take place. In the event that any nomination is made at the October General Meeting, ballots shall be distributed and an election will be held prior to the November General Meeting.

One ballot from each Voting Membership will be counted. The candidate receiving the greatest number of votes will be declared the winner. In the event of a tie vote for any office, the candidate put forth by the Nominating Committee shall be named the winner.

Section 4. Newly elected Board Members will assume their duties effective January 1.

Section 4.1 Before newly elected Board Members assume their office, they shall meet with the Rear Commodore and Past Commodore who served on the Nominating Committee. At that time, they shall be given copies of the Duties and Procedures Book pertaining to their office along with other information that will help them with their new duties.

ARTICLE XIII

APPOINTMENTS

The Commodore, with the advice and consent of the Board, shall appoint, and may remove from office, Committee Chairs, Activity Leads, Primary Contacts and Club Representatives, as deemed necessary or as the Bylaws direct. Appointees shall hold office for one year or until discharged by the Commodore.

ARTICLE XIV

SUCCESSION IN OFFICE

In the event of the death, inability or unwillingness of a Board Member to serve their term, a successor may be temporarily appointed by the Commodore with the advice and approval of the Board, and elected by the Voting Membership at the second General Meeting following the event. Nominations shall be made from the floor and the elected successor shall serve the remaining term of the original Board member.

ARTICLE XV

ELECTION OF PROSPECTIVE MEMBERS

Section 1. Prospective members shall submit a written application for membership with all required fees as directed on the membership application. The application will be passed on to the Board prior to the applicant's introduction at a regular Board Meeting.

Section 2. If the application and fees are in order and acceptable to the Board, Prospective members shall be introduced to the Membership at the next General Meeting. The Secretary will place a notice in the Foghorn informing the Membership of the application. The Membership may contact any Board Member with feedback regarding the prospective member prior to the next scheduled Board Meeting.

Section 3. The Board shall consider the application and any input from current members at the next Board Meeting and vote to accept or deny the application. Acceptance of the prospective member shall be determined by a majority vote of the Board.

Section 4. Prospective members approved by the Board for membership will become members upon their attendance at a General Meeting and after taking the Oath of Membership.

Section 5. All new members are required to attend a New Member Orientation within the first year of their membership. The purpose of this class will be to acquaint new members with the Bylaws, the General Rules and address other questions that may arise.

ARTICLE XVI

ORDER OF BUSINESS OF MEETING

Section 1. The order of business at all meetings of the Membership and the Board shall be as follows: Call to Order, Introduction of Prospective Members and Guests, Program, Minutes of Previous Meetings, Communications, Treasurer's Report, Reports of Officers, Reports of Committees, Unfinished Business, Elections, General Business, New Business, Good of the Order, Adjournment.

Section 2. Meetings shall be governed by the parliamentary law and procedure contained in Robert's Rules of Order.

ARTICLE XVII

FEES, DUES, CHARGES AND ASSESSMENTS

The membership initiation fees, other fees, dues, charges and assessments of the Club shall be established from time to time by a majority vote of the Voting Membership. All Club fees, dues, charges and assessments are payable in advance. They shall be billed periodically as directed by the Board and these Bylaws.

ARTICLE XVIII

PROPERTY RIGHTS AND FINANCING

Section 1. The Club shall have no capital stock and no Member shall have any right, title or interest in or to any of the property or assets of the Club. Bonds may be issued to finance acquisition, construction, or repair of Club property or for any other purpose approved by a vote by the Voting Membership. Upon approval by a two-thirds vote of the Voting Membership, bonds shall be issued for specific amounts, with terms of repayment and interest as determined by a vote of the Voting Membership. A ballot may be needed to obtain the necessary two-thirds vote.

Section 2. Total bonded indebtedness of the Club will not exceed sixty percent of the fair market value of total assets of the Club at the time of the issuance of debt.

Section 3. Rose City Yacht Club, Inc. shall be organized and operated exclusively for recreational purposes within the meaning of the Internal Revenue Code of 1954, as amended.

Section 4. In the event of the dissolution of the Club, the Board shall pay all debts and obligations of the Club. The remaining assets shall be distributed and delivered, and paid over to such a political subdivision or subsidiary thereof, or to a nonprofit fund, foundation or corporation which is organized and operating exclusively for recreational purpose, and which has established its tax-exempt status under the Internal Revenue Code of 1954, as amended. Dissolution of the Club and the selection of the recipients of assets of the Club shall be determined upon the vote of two-thirds of the Voting Membership. If approved by the Voting Membership, the dissolution and distribution of the assets shall be supervised by the Board. If a designated recipient is unwilling, unable or unqualified to accept the distribution, then the

assets shall be distributed to another non-profit entity as may be designated by the Voting Membership and according to the guidelines listed above.

Section 5. Notwithstanding any provision of these Bylaws, the Rose City Yacht Club, Inc. shall conduct activities in accordance with the Internal Revenue Code of 1954 or an amendment thereto or revision thereof.

ARTICLE XIX

FISCAL YEAR

The Fiscal Year of Rose City Yacht Club, Inc. shall be each calendar year, unless changed by a majority vote of the Voting Membership.

ARTICLE XX

CONDUCT OF MEMBERS – DISCIPLINE AND REMOVAL

Any Club Member may send to the Board a written complaint against any other Member for objectionable conduct. The accused Member shall be notified and given the opportunity to defend themselves before the Board. Complaints shall be addressed in Executive Session of the Board, with the accused Member, the accuser, and such persons as the Board may request. The Board may then recommend to the Membership the disposition of charges made or the action to be taken. Such disposition may include, but may not be limited to, reprimand or suspension of Club privileges, expulsion, or recommendation for possible prosecution. Two-thirds vote of the Voting Memberships present shall decide the course of action.

NOTES: