

# Boulder Yacht Club By-Laws

## Final Proposed Revision, Oct 25<sup>th</sup>, 2022

### ARTICLE I NAME

The name of this club shall be Boulder Yacht Club, a not-for-profit-organization, hereinafter called the Club.

### ARTICLE II PURPOSE

The purpose of the Club shall be to promote boating as a wholesome sport and to provide an organization for cruising, safety education, and complete racing, and social activity, pursuant to and in compliance with the Articles of Incorporation.

### ARTICLE III MEMBERS

Any person with an interest in boating with a paid-up membership in the Club.

### ARTICLE IV BOARD OF DIRECTORS

#### SECTION A – DEFINITION OF BOARD

The Board of Directors shall consist of five (5) Directors. A Director shall be a member of a household unit with a current paid lease at Boulder Marina for the complete term of office. Two of the Directors shall be the most recent Past Commodores. The remaining three (3) Directors shall be elected at large from the members.

To be qualified to hold the position of a Director-at-Large, the member must have been a member in good standing of Boulder Yacht Club for the last three (3) consecutive years.

Term for a Director is three (3) years, but term remaining should be staggered between the members as to where only one Director-at-large is elected each year (see Appendix A). In the case of a Commodore being elected in a second consecutive term an extra Director shall be elected for the term of one (1) year to serve as the fifth board member. See Appendix A.

Currently and hereto forth, when the current Directors term end, that shall be replaced as in paragraph one (1) and (2) of Section A. The Secretary of the Board, see Section D below, shall keep a list of each Director and his/her respective term and publish on an ongoing basis in the *Boulder Bits* and the Boulder Yacht Club website.

#### SECTION B – ROLE OF CURRENT COMMODORE IN BOD:

The current Commodore will serve as an ex-official, non-voting member of the Board of Directors. At the expiration of said Commodore's term of office, that Commodore will start two (2) years as Director.

#### SECTION C – VACANCIES:

Whenever a vacancy occurs on the Board of Directors, the vacancy shall be filled by the remaining Directors selection of a member at large for the completion of said term of the vacant position.

Whenever a vacancy occurs in the position of an Elected Officer, except for the position of Commodore, the vacancy shall be filled by the Directors selection of a member to take that Elected Officer's position until the next election at the Annual General Meeting.

#### SECTION D – CHAIRMAN OF BOARD AND SECRETARY:

The Board shall elect from its membership one person to serve as Chairman of the Board, and one person to serve as Secretary of the Board. The Chairman and Secretary shall serve for one year consistent with the fiscal year hereinafter described in these By-Laws. The duties of the Chairman of the Board of Directors shall be to conduct the meeting of the Board of Directors and act as a spokesman on behalf of the Board. The Secretary of the Board of Directors' duties shall be to prepare minutes of the meeting of the Board of Directors and to preserve same.

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### **SECTION E – REMOVAL FROM OFFICE:**

The Board of Directors shall have the power to remove any Director or elected officer by majority vote of the Directors, excluding the Director(s) subject to removal. Prior to holding an election to remove a Director or Elected Officer, the other Directors must give the Director or Elected Officer to be removed at least thirty (30) days' notice via email or US Post Office Mail of the meeting being call for the purpose of removal. A Director or elected officer may only be removed for the following reasons: 1) Repeated failure to attend meetings. 2) By failing to give his/her time and interest in the operation and management of the Club. 3) By failing to maintain an active lease at Boulder marina, 4) Or in the case of Elected Officers, failing to perform the duties prescribed in Articles V or VI, as appropriate.

### **SECTION F - APPEAL OF REMOVAL OF OFFICE:**

Any Director or Elected Officer removed from office by the Board of Directors has the right of appeals to the Club at large at a special meeting called for that purpose, and the membership may by majority vote of those present, reverse the action of the Board and set aside the removal of that Board Member or Elected Officer.

### **SECTION G - DIRECTORS MEETINGS:**

Three Board of Directors shall constitute a quorum. All meetings of the Board shall be called the by the Chairman, or by two or more other Directors.

### **SECTION H – DUTIES OF THE BOARD OF DIRECTORS:**

The Board of Directors shall provide general guidance and direction of policies of the Club. Specific day-to-day administration of Club activities and events shall be the responsibility of the Commodore and Staff Officers as defined in Article V. The Board of Directors may require all Flag Officers and Committees to report to it when necessary for the discharge of its decisions. The Board of Directors shall not permit the Flag officers or Club in general, to incur debts in excess of annual income without approval of a majority of members at a general or special meeting.

### **SECTION I - CLUB PROPERTY:**

All property of the Club shall be vested in the Board of Directors, as trustees, for the members thereof, and the Board shall have power to act for and bind the members as their agent, in all transactions relating to such property. The Board of Directors shall maintain an updated list of the club's property that shall be available to any member upon request.

## **ARTICLE V OFFICERS**

### **SECTION A – DEFINITION OF OFFICERS:**

The elected officers of the Club shall be designated Commodore, Vice-Commodore, Secretary/Treasurer, Race Chairperson, and Social Chairperson. These Officers shall be Flag Officers. A Flag Officer must be a member of a household unit with a valid lease at Boulder Marina and must maintain said lease for the complete term of his/her office.

The Vice-Commodore, Secretary/Treasurer, Race Chairperson and Social Chairperson shall collectively be called the ~~Flag~~ Staff Officers hereinafter. The Commodore and Vice-Commodore, Secretary/Treasurer, and Social Chairperson will be elected to one-year terms but may not serve more than two (2) consecutive years.

The Race Chairperson shall be elected to a two (2) year term of office, the first year of the term being served as Race Chair and the second year of the term being served as Race Chair Advisor. A race Chairperson shall be elected every year so as to create continuity in the program with the overlapping of terms.

To be qualified to hold the position of an elected Officer (except for the Social Chairperson) the member must have been a member in good standing of Boulder Yacht Club for the last two (2) consecutive years prior to the date that member would assume office. The Social Chairperson must have been a member in good standing of Boulder Yacht Club for the year prior to the date that member would assume office.

### **SECTION B - DUTIES OF THE COMMODORE:**

It shall be the duty of the Commodore to direct the Club, to preside at all meetings of the Club in all external affairs, and to enforce its laws and regulations, and the decisions of the Board of Directors. Further, the Commodore is responsible for appointing the Club Communications position(s) ensuring that the newsletter and Website is published or updated on a periodic basis, provide information beneficial to the Club membership and present a favorable image of the Club.

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### **SECTION C - DUTIES OF THE VICE COMMODORE:**

It shall be the duty of the Vice-Commodore to: 1) Assist the Commodore in the discharge of their duties. 2) Act in stead of the Commodore in the event of absence of the Commodore and assume the duties of the Commodore should that office become vacant until the election at the next Annual Meeting. 4) Maintain in all respects the *Ships Store* (see Appendix B).

### **SECTION D - DUTIES OF THE SECRETARY/TREASURER:**

It shall be the duty of the Secretary/Treasurer to keep a record of all Club meetings, keep a roster of the officers and committees, a roll of the members and the yachts, report to the Club at its Annual General Meeting, and to the Board of Directors as required, collect all monies due the Club, and make such disbursements therefrom as are ordered or approved by the Commodore and Staff Officers, keep account of all Club monetary investments and make a financial report to the Club at its Annual General Meeting, and other duties defined in Appendix C.

### **SECTION E - DUTIES OF THE RACE CHAIRPERSON:**

During the first year of the term, the Race Chair responsibilities will include:

- Overall responsibility for the operation and administration of the Race Program and all related events as determined by the Commodore and agreed to by the Race Chair.
- The Race Chairperson shall also assign a committee to help assist with their duties.
- Preparation of the schedule of races and events to be presented to the membership by the Race Club including all series racing, special club events and lake-wide events which involve racing.
- Publish "Notice of Race" in timely manner for all races.
- Preparation and circulation of a committee boat schedule including alternates to encompass the year's activities.
- Calculation and circulation of most recent PHRF ratings for the Boulder Fleet with assistance from the Race Chair Advisor.
- Keep financial records generated by the Race Program.
- Conduct skipper's meetings with the Boulder Yacht Club for series racing, open regattas, and events.
- Procure and award all trophies for Club sponsored events.
- Prepare and submit articles for the Boulder Bits as well as inform the Webmaster of race schedule prior to the start of the sailing season.

During the second year of the term, Race Chair Advisor responsibilities will include:

- Assist the Race Chair in the preparation of PHRF ratings when requested.
- Assist the Race Chair in the preparation of budget, spending and income for the year.
- Maintenance of race equipment including marks, flag systems, lights, megaphone, writing board, computer, records, etc.
- Conducting skipper's meetings with other lake organizations during open regattas and events.
- Planning and coordinating special regattas and lake-wide events.
- Taking the place of the Race Chair in his/her absence.

### **SECTION F - DUTIES OF THE SOCIAL CHAIRPERSON(S):**

It is the duty of the Social Chairperson to set the social calendar, recruit party sponsors for the Club parties, assist the sponsors with information, suggestions and help whenever necessary. The Social Chairperson shall also assign a committee to help assist with their duties. It shall also be the responsibility of the Social Chair to prepare as well as inform the Webmaster of the social calendar prior to the start of the sailing season. See Appendix D for further definitions.

### **SECTION G - DUTIES OF THE COMMUNICATIONS APPOINTMENTS:**

Either of these positions shall assign a committee to help assist with their duties. All club communications shall provide information beneficial to the Club membership and present a favorable image of the Club.

Duties of the Newsletter Editor:

- The newsletter editor is responsible for the periodic publication of the Boulder Bits newsletter and distribution to the membership via email based by frequency set by the club. Email distribution list shall be sent as a blind copy as to not inform recipients of club member email addresses in order to ensure member privacy.

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### Duties of the Webmaster:

- Maintain the status of the website and arrange for payment of domain name rights as well as other necessary payments. Information on the website shall be provided by the club Officers including but not exclusive of a calendar of social events and the cost thereof from the Social Chair as well as dates for club and lake-wide races from the Race Chair.
- The Webmaster shall be responsible for the timely updating of the Club's Website.
- The Webmaster shall keep track of when payment of the domain is due and to inform the Secretary/Treasurer and Commodore of the cost.
- See Appendix E for required content of the website as well as other technical information.

## ARTICLE VI COMMITTEES

### SECTIONS A - ELECTION OF FLAG OFFICERS:

The Members at the Annual General Meeting of the Club shall elect all Flag Officers. There shall be at least two (2) Standing Committees, the Race Committee, and the Social Committee, but other committees may be appointed as the need arises upon approval by the Board of Directors.

### SECTION B - RACE COMMITTEE:

The Race Committee shall have authority to regulate and control all races and regattas held by the Club. It shall decide all questions referred to it by the judges and skippers of competing yachts and select and award all racing prizes offered by the club.

### SECTION C - SOCIAL COMMITTEE:

The Social Committee shall organize and manage social activities and shall check with the Treasurer for availability of budgeted funds.

## ARTICLE VII MEETINGS

### SECTION A - ANNUAL GENERAL MEETING:

The Annual General Meeting shall be held the morning after the last Club social event of the calendar year, normally in October; however, the Commodore and Staff Officers may set a different date of said meeting. The Secretary shall provide information regarding this meeting to all members at least fifteen (15) days prior to the Annual General Meeting by electronic means or by mail (if requested); Any outstanding or new business maybe be considered at the annual social event (known as the No Boat), usually in the month of February, before the transfer of flags.

### SECTION B - ANNUAL BOARD OF DIRECTORS MEETING:

The annual Board of Directors meeting shall be held during the month of January; provided, however, the Chairman of the Board or two (2) other Directors may set some other time for said meeting. Invited to this meeting shall be the current Commodore and Staff Officers and the Commodore-elect and Staff Officers-Elect. Other meetings of the Board may be called in accordance with ARTICLE IV.

### SECTION C - SPECIAL MEETINGS:

Special meetings of the members may be called at the request of the Commodore, or by written request of ten (10) club members in good standing, or at the request of the Board of Directors. Such special meetings shall have power to transact only that specific business for which the meeting was called. The Secretary shall provide notification to all members at least fifteen (15) days prior to any special meeting, and state in writing the business under consideration for such special meeting.

### SECTION D - FLAG OFFICER MEETINGS:

All Flag Officers shall have the authority to arrange and call their own committee meetings at a time place most convenient to the committee. The Commodore may call for a meeting of any committee as the need may arise.

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### **SECTION E - GENERAL NOMINATIONS MEETING:**

An Annual General Nominations Meeting shall be held a minimum of thirty (30) and a maximum of sixty (60) calendar days prior to the Annual General meeting in accordance with ARTICLE VIII.

### **SECTION F - ORDER OF BUSINESS AT MEETINGS:**

The order of business at all meetings, except special meetings, shall be as follows: (1) Call to Order (presence of quorum); (2) reading of minutes of previous meetings; (3) communications; (4) report of officers; (5) reports of committees; (6) elections; (7) unfinished business; (8) new business; and (9) adjournment.

## **ARTICLE VIII NOMINATIONS AND ELECTIONS**

### **SECTION A - NOMINATIONS:**

Nomination of candidates to succeed the current Commodore and Flag Officers and any vacancies on the Board may be made by any Club member in good standing at the General Nominations Meeting. Written nominations containing the nominee's name as well as the clearly written name of the Club member making the nomination, may be made by the Club members in good standing who are unable to attend the General Nominations Meeting. Such written nominations shall be sent to the Club Secretary via e-mail or U.S. Mail, in time to be received by the Club Secretary a minimum of four (4) calendar days prior to the General Nominations Meeting. It is the duty of the Board to verify that all persons nominated are Club members in good standing, meeting the qualifications of office, that their nominations have been seconded and that they are willing to serve the term of office if so elected.

The Board shall forward all the verified nominations to the Club Secretary who shall include them on the ballot and then email, or in the event there is no email on file, mail by US Postal Service the ballot to all members at least fifteen (15) days prior to the Annual General Meeting for the Election of Officers. The Secretary shall also notify the members of the election procedures, the mailing address of the Board Chairman for Absentee Ballots as well as the proposed slate.

### **SECTION B - ELECTIONS:**

Any vacancies on the Board of Directors shall be elected at the annual meeting each year by a majority of the members present, and if any, absentee votes. Nominations will be accepted from the floor. Voting shall be by secret ballot, or by Absentee Ballots, which must clearly state the member's name. If there is only one candidate for an office(s), the secret ballot may be waved, and a show of hands vote may be taken after a motion is submitted, seconded, and approved. Ballots containing write-in names for Officers or Directors will not be accepted.

Absentee Ballots may be completed by Club members in good standing who are unable to attend the Annual General Meeting and shall be sent to the Secretary via U.S. Mail or e-mail. Such Ballots shall be sent in time to be received by Secretary a minimum of four (4) calendar days prior to the Annual General Meeting. Voting by proxy is not authorized. Upon the completion of the voting at the Annual General Meeting, the Board shall excuse itself from the meeting to review the ballots and count the votes for each candidate. Upon completion of the count of votes, the Board shall return to the Annual General meeting to announce the count for each candidate and declare the officers and Directors-elect. No member of the Board shall divulge the name of anyone submitting an Absentee Ballot.

### **SECTION C - COMMENCEMENT OF TERM OF OFFICE:**

The term of office shall commence immediately upon installation of said Officers at the annual dinner party, commonly called the *No Boat*, in February, or at some other appropriate event, prior to the start of the fiscal year defined in ARTICLE X.

## **ARTICLE IX MEMBERSHIP**

### **SECTION A - ACTIVE MEMBERSHIP:**

Membership dues shall be on a household basis and shall entitle all dependents resident in the member's household to general privileges of the Club, except voting rights are limited to one vote per household.

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**SECTION B - FORFEITURE OF MEMBERSHIP:**

Any member accused in writing of breaking the rules of the Club, or of conduct unbecoming or damaging to the good name of the Club, shall be notified of such charges and details by the Secretary, and be given an opportunity to be heard in that member's own behalf before the Board of Directors. Upon such hearing or upon failure of the member to appear, the Board may, if it finds the charges proved, admonish, or suspend said member, or, upon vote of at least four (4) Directors, declare that membership forfeited. Such member has the right of appeal to the Club at a special meeting called for that purpose and the membership may be majority vote of those present, reverse the action of the Board and set aside all penalties.

**ARTICLE X**  
**DUES**

**SECTION A - DUES**

Dues for members may be increased or decreased by an amendment to these By-laws in accordance with ARTICLE XI. Dues shall be due and paid on or before March 1st of each year, and if not paid by then, shall be removed from the roster and all mailing lists. New Members joining after October 1<sup>st</sup> will have their membership automatically extended for the following year.

Annual dues may be adjusted and shall be debated by the Club Officers and set at a rate (with the approval of the BOD) which will ensure the financial stability of the club on an as needed basis but, cannot be initiated until after January 1<sup>st</sup> of a new calendar year.

**SECTION B - COURTESY MEMBERSHIPS:**

There shall be no Courtesy Memberships.

**ARTICLE XI**  
**AMENDMENTS**

Amendments and changes to these By-Laws shall be a simple majority of those members present at any meeting specifically called for said amendment. The membership shall be notified in accordance with ARTICLE VIII. Each year the Board of Directors shall review these By-Laws and recommend appropriate changes if they believe they are needed.

**ARTICLE XII**  
**NO DISCRIMINATION**

No person shall be denied membership in this Club, nor shall the Club in any manner discriminate against any member by reason of race, religion, color, sex, or creed.

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**APPENDICES**

**APPENDIX A – BOARD OF DIRECTOR ROTATION EXAMPLE**

For year 5 season	Term		For year 4 season	Term		For year 3 season	Term
Comm elect yr 5	1st		Comm elect yr 4	1st		Comm elect yr 3	1st
Past Comm yr 4	2nd		Past Comm yr 3	2nd		Past Comm yr 2	2nd
Past Comm yr 3	3rd		Past Comm yr 2	3rd		Past Comm yr 1	3rd
Dir elect yr 5	1st		Dir elect yr 4	1st		Dir elect yr 3	1st
Dir from yr 4	2nd		Dir from yr 3	2nd		Dir from yr 2	2nd
Dir from yr 3	3rd		Dir from yr 2	3rd		Dir from yr 1	3rd

**APPENDIX B – SHIP’S STORE**

Vice-Commodore shall keep inventory of all goods in the ship’s store. Example of common items include but not limited to are T-shirts, sweatshirts, ball caps, can koozies, beach bags, etc. Keep record of where items were purchased, number of items purchased, cost and what the club is selling them for.

Out-going and in-coming Vice-Commodore shall participate in the club planning meeting whereas the out-going Vice-Commodore shall pass said information onto the in-coming Vice-Commodore as well as any other information that will help the next person to maintain the store. The in-coming Vice-Commodore does not have the obligation to continue to use same products nor company for embroidery or silk-screening, etc.

Items can be displayed in the locked glass display case in the clubhouse.

All monies collected from sale of items in Ship’s Store shall be submitted to the Secretary/Treasurer.

**APPENDIX C – SECRETARY/TREASURER**

In addition to said duties mentioned in Article V Section D the following shall be taken into consideration.

- Club minutes shall be shared with all Flag Officers in a timely manner after the end of all meetings.
- Record of all monies collected and disbursed per event shall be maintained and shared with Board of Directions for audit upon request.
- Current Secretary/Treasurer shall maintain ownership of Club bank account as well as ensure the Commodore is on the account as secondary signer. Club checks should not contain the address of any officer.
- Current Secretary/Treasurer shall file Federal Form 990-N online Tax Form (also known as the e-post-card) to ensure continuity of club 501(c)(7) status- THIS MUST BE DONE By MAY 15<sup>th</sup> every year.
- Ensure prompt filling of Illinois “Not for Profit Corporation Act” form. (This form must be filed by, and renewals are sent to an Illinois resident).
- Maintain information on the annual club DOB/Officer insurance and renewal thereof per guidance from the DOB/Officers.
- Ensure club membership application form is up to date.
- Out-going and in-coming Secretary/Treasurer shall participate in the club planning meeting to ensure smooth transition of all club records, IRS not for profit status and bank account ownership.

**APPENDIX D – SOCIAL CHAIR and COMMITTEE**

Out-going and in-coming Social Chair shall participate in the club planning meeting to schedule club social activities for the upcoming season. Preliminary events and dates shall be submitted to the Webmaster for posting to the BYC website by March 1. Pricing for events shall be included in the plan so that PayPal can be set up in advance.

In-coming Social Chair to work with and coordinate social events with the Race Chair.

In-coming Social Chair to enlist a committee of club members to sponsor planned events and/or come up with their own to be added to the social calendar.

Other Social Chair duties but not limited to:

- Ensure flyers are created to advertise events well in advance. Flyers shall contain the BYC Burgee (can be supplied as a jpeg or GIF file), name of the event, date, time, cost (if any) and any other pertinent information. If the event has a cost, supply a

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RSVP date so the sponsor can get an idea of how many people will attend so that supplies/food can be purchased accordingly.

- Flyers for events should be published in PDF format and emailed to the BYC Editor so that it can be sent along with the BITS and or separate email the month prior to the event. If the event is during the first half of the month, it would be best to publish a month sooner. Flyers shall also be posted to the club Facebook group. A Facebook Event can also be created to help collect count of attendees.
- Social Chair should make sure club refrigerator has ample space for event food. This may require posting a notice on the frig door explaining the need for space. In the event there is not enough space, older food item may need to be discarded.
- Social Chair/committee should advise the event sponsor on purchase of food, plates, bowls, other utensils, and decorations for events. Costs shall be estimated and reviewed with the Social Chair to avoid over expenditures.
- Social Chair should tell the event sponsor to save all receipts for the expenditures of the event so they can be tallied up for reimbursement by the Secretary/Treasurer.
- Alcoholic beverages cannot be provided by the club, but the club may supply other non-alcoholic beverages for an event.
- Social Chair should ensure the event sponsor has planned for help in preparation and/or cleanup after each event.

At the end of the season the current Social Chair shall help mentor the in-coming Social Chair so that events can be planned and the transition is smooth.

### **APPENDIX E – WEBMASTER**

- The Website shall contain information of interest to the general membership including photos of events, listings of upcoming events, names of club officers and Board of Directors with term number serving, and membership application information.
- The Webmaster should receive information on club races and social events, such as dates and pricing by March and can be dependent on organizing events with other clubs as to not cause conflicts.
- The Website shall contain links to our club PayPal account for events and membership application as well as mentioned the Boulder Yacht Club Facebook group.

### **APPENDIX F – CHECKLISTS and DOCUMENTATION**

Each position should create a checklist of duties to help ensure that all duties are known and carried out. These checklists should be reviewed by the Commodore and adjustments made accordingly. These checklists should be passed along to the next incoming set of offices and appointed positions.

These Appendices were added in 2022 as a means to add additional detailed description on what the duties are for each officer/appointed position versus changing the By-laws themselves. For those in these positions, it is their duty to keep these appendices updated if changes are necessary prior to end of their term.