**The Oklahoma City Boat Club, Inc.**

**Constitution & Bylaws**

## CONSTITUTION

**Article I**

**Name**

**Section 1.** The name of this club shall be THE OKLAHOMA CITY BOAT CLUB, INC.

**Section 2.** This club is organized as a non-profit corporation, with a limit of two hundred (200) Regular and Regular Provisional Members.

**Article II**

**Purpose**

**Section 1.** The purposes for which this club is organized are to promote the sport of sailing, the art and science of seamanship and navigation, and to provide a suitable clubhouse, docks, moorings, and other necessary and desirable facilities for the use and comfort of the members.

**Article III**

**Membership**

**Section 1.** Membership in this club shall be limited to persons over twenty-one years of age, except that Youth Members shall be over thirteen years of age and above and Collegiate Members shall be at least eighteen years of age and above, and shall be classified as the categories of memberships provided in the bylaws.

**Section 2.** Membership eligibility and requirements are as set forth in the Bylaws.

**Article IV**

**Officers**

**Section 1.** The officers of this club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Secretary, and a Treasurer. The officers shall be subject to the qualifications set forth in the bylaws.

**Article V**

**Board of Governors**

**Section 1.** The Board of Governors shall consist of nine members as follows: the retiring commodore, the five elected officers, and three members elected from the membership, subject to qualifications as set forth in Article IV, Section I of the bylaws.

**Section 2.** Five board members shall be necessary to constitute a quorum for the transaction of business, and no quorum may be constituted nor voting be permitted by proxy.

**Article VI**

**Club Meetings**

**Section 1.** Regular club meetings shall be held on the second Thursday in each month. Special club meetings may be called by the Commodore, and shall be called on written request of at least five REGULAR members in good standing. No special club meeting shall be held without reasonable notice given to all Regular and Regular Provisional Members. Only members and their spouses may attend club meetings, except that guests may attend by special invitation of the Commodore. The October meeting shall be the Annual Meeting.

**Article VII**

**Quorum**

**Section 1.** A quorum for the transaction of business of this club shall be forty (40) Regular Members and no quorum may be constituted nor voting be permitted by proxy other than as provided in the Bylaws, however absentee ballot voting and/or e-communication voting may be permitted as set forth in Article X of the Bylaws and when permitted, valid absentee ballots and/or e-communication attendance and ballots may be included to constitute a quorum.

**Section 2.** In the absence of all elected officers at a meeting, a temporary chairman may be elected to preside.

**Article VIII**

**Standing Committees**

**Section 1.** The Standing Committees of this club shall consist of at least three members each, subject to provisions in Article VI, Section 1, the Chairman to be appointed by the Commodore within thirty days following the Annual meeting, and shall include but not be limited to: PLANNING; HOUSE, DOCK & ANCHORAGE; RACE; REGATTA; HANDICAP RATING; ENTERTAINMENT; FINANCE; HOIST; MEMBERSHIP and NOMINATING. *[Note: See Article IV, Article V, Section 13 and Article VIII of the bylaws.]*

**Article IX**

**Amendments**

**Section 1.** This Constitution may be amended by a two-thirds (2/3) majority vote of the REGULAR members present and voting at a regular meeting; provided that the proposed amendment or amendments shall have been proposed at a preceding regular meeting and shall have been posted on the bulletin board of the club at least twenty-eight (28) days prior to the meeting at which the vote is to be taken.

**Section 2.** There shall be no suspension of any of the articles of this Constitution.

**BYLAWS**

**Article I**

**Membership**

**Section 1.** REGULAR MEMBERS may be owners, in whole or part, of sailboats; or patrons of the sport of sailing.

Section la. A Regular Member has full privileges of the Club as set forth in Article IX, Section 1 of the bylaws.

 Section 1b. The voting franchise shall rest in the REGULAR and JOINT MEMBERS only. A JOINT MEMBER is the spouse of a REGULAR MEMBER. Each REGULAR MEMBER, together with his or her spouse (JOINT MEMBER) shall have one (1) vote which may be exercised by either the REGULAR MEMBER or the JOINT MEMBER.

Section 1c. Only REGULAR MEMBERS and ELIGIBLE SPOUSES can hold elective office.

Section 1d. An ELIGIBLE SPOUSE:

1. Is the spouse of a REGULAR MEMBER who is eligible for holding office; and
2. Has been the spouse of a REGULAR MEMBER for at least two (2) years which may include provisional year of the REGULAR MEMBER; and
3. Has successfully completed: (1) the Safety Course and (2) Constitution, Bylaws and Facilities Policy examination of the Provisional course, and has participated in Boat Club activities.

Section 1e. Rights to distribution of the property of the Club upon dissolution shall be vested solely in the Regular Members. Termination of membership for any cause shall operate as a release of those rights.

Section 1f. Upon the recommendation of the Membership Committee, the Board of Governors may waive the initiation fee for an applicant to Provisional RegularMembership who is the child of a Regular Member. This applicant must have participated in Boat Club activities while a family member and must apply for membership by age thirty (30).

 Section 1g. Upon reaching the age of sixty-five (65), Regular Members who have been Regular Members for at least fifteen (15) years shall be exempt from assessments and increases in dues by submitting a written request to the Membership Committee to determine eligibility. If such member is eligible, the Membership Committee shall submit such request to the Board of Governors for recordation.

[Note: This exemption applies only to the Regular Membership class]

**Section 2**. ASSOCIATE MEMBERS are those persons wishing to be affiliated with the Oklahoma City Boat Club but who do not desire to be Regular Members.

Section 2a. An Associate Member has limited privileges of the Club, as set forth in Article IX of the bylaws.

Section 2b. The number of Associate members may be limited at the discretion of the Board of Governors. Associate Members shall not be a part of the membership limits as set forth in Article I, Section 2, of the Constitution.

Section 2c. An Associate Member wishing to change to Regular Membership status shall submit a written request to the Membership Committee. The membership change request shall be posted at the Club for a period of twenty (20) days. Upon approval by the Membership Committee and the Board of Governors, approval of the Associate Member as a Regular Member shall be by secret ballot requiring a two-thirds (2/3) majority of the Regular Members present and voting at a regular meeting. The change to Regular Membership status shall be subject to payment of the initiation fee, all assessments that came due during the current fiscal year and the balance of the annual dues, however the Board of Governors may prorate the annual dues.

**Section 3.** SENIOR MEMBERS are those Regular Members at least the age of fifty-five (55) who wish to maintain affiliation with the Club. A Regular Member, who has been a member for at least fifteen (15) years, shall submit a written request to the Membership Committee. The classification change shall be approved by the Membership Committee and the Board of Governors.

Section 3a. A Senior Member:

(a) Has limited privileges of the Club as set forth in Article IX of the bylaws.

(b) Is subject to one third (1/3) of the annual dues as set forth in Article VII of the bylaws, but shall be exempt from any assessments.

*[Note: The exemption in Article VII, Section 5 applies only to Regular Members.]*

Section 3b. The number of Senior Members may be limited at the discretion of the Board of Governors and shall not be part of the membership limit as set forth in Article I, Section 2 of the Constitution.

Section 3c. To be reinstated as a Regular Member, a Senior Member shall submit a Change of Membership Status form to the Membership Committee. The membership status change form information shall be posted at the club for a period of twenty (20) days. Upon approval by the Membership Committee and the Board of Governors, reinstatement of the Senior Member as a Regular Member shall be by secret ballot requiring a two-thirds (2/3) majority of the Regular Members present and voting at a regular meeting. If reinstated, the initiation fee shall be waived, but all unpaid assessments that came due during the previous five (5) years and the current fiscal year and the balance of the annual dues shall be paid upon reinstatement.

**Section 4**. NON-RESIDENT MEMBERS shall be Members who have moved out of the central Oklahoma area and wish to maintain an affiliation with the Club. A Regular Member shall submit a written request to the Membership Committee. The classification change must be approved by the Membership Committee and the Board of Governors.

Section 4a. A Non-Resident Member:

(a) Has limited privileges of the Club as set forth in Article IX of the bylaws.

(b) Is subject to one third (1/3) of the annual dues as set forth in Article VII of the bylaws, but shall be exempt from any assessments.

Section 4b. The number of Non-Resident Members may be limited at the discretion of the Board of Governors and shall not be part of the membership limit as set forth in Article I Section 2 of the Constitution.

Section 4c. To be reinstated as a Member, a Non-Resident Member shall submit a Change of Membership Status form through the Membership Committee. The membership change request form information shall be posted at the club for a period of twenty (20) days. Upon approval by the Membership Committee and the Board of Governors, reinstatement of the Non-Resident Member to the member’s previous membership classification shall be by secret ballot requiring a two-thirds (2/3) majority of the Regular Members present and voting at a regular meeting and payment of the balance of annual dues. If reinstated as a Regular Member,, the initiation fee will be waived, and all assessments that came due during the current fiscal year shall be paid upon reinstatement.

**Section 5.** HONORARY MEMBERS are those persons who have been of meritorious service to the Oklahoma City Boat Club, or who have materially benefited the Club, or who have special qualifications that the Membership wishes to recognize.

Section 5a. An Honorary Member who was a Regular Oklahoma City Boat Club Member immediately preceding election to (lifetime) Honorary Membership has limited privileges as set forth in Article IX of the bylaws.

(a) An Honorary Member elected under Article I, Section 5a may keep or maintain a boat, trailer, or other boating related equipment on the Club grounds or in designated club storage areas.

Section 5b. An Honorary Member who was not a Regular Oklahoma City Boat Club Member immediately preceding the election to Honorary Membership has limited privileges of the Club as set forth in Article IX of the bylaws.

(a) An Honorary Member elected under Article I, Section 5b shall be an Honorary Member for one (1) year unless such membership is extended by the Board of Governors.

Section 5c. Any member in good standing shall propose nomination for Honorary Membership to the Board of Governors. Upon presentation of evidence of special qualification, the Board of Governors may recommend election to this status to the general membership. Election of Honorary Members shall be by secret ballot requiring a two-thirds (2/3) majority vote of the Regular members present and voting at a regular meeting. The number of Honorary Members may be limited at the discretion of the Board of Governors and shall not be part of the Regular Membership limit as set forth in Article I, Section 2 of the Constitution.

 Section 6. In the event of the death of a Member, the Board of Governors shall direct the Commodore or other designee, to contact the surviving spouse within ninety (90) days of receiving notice of the death of the Member. On behalf of the Board of Governors, the Commodore or designee shall offer to the surviving spouse all rights and privileges of membership for the remainder of the current fiscal year.

On or before the end of the current fiscal year, the surviving spouse may request the Board of Governors approve a request to continue as a Member, and waive the Provisional year and initiation fee, if applicable .

In the event the surviving spouse does not continue as a Regular Member, the Rear Commodore shall notify and request the surviving spouse remove any property stored on the Club grounds by the end of the current fiscal year, or within ninety (90) days of notification, whichever is longer.

 Section 7. If a former member submitted a written letter of resignation within the past five (5) years, the former member may submit an Application or Change of Status form to the Membership Committee for reinstatement. The Application or Change of Status form information shall be posted at the Club for a period of twenty (20) days. Upon approval of that former member’s application for reinstatement (to the same membership status as when that person resigned without going through another provisional year) by the Membership Committee and the Board of Governors, such former member shall be presented to the Regular Membership for election by secret ballot requiring a two-thirds (2/3) majority vote of the Regular Members present and voting at a regular meeting. Upon reinstatement, such applicant shall pay dues, however the Board of Governors shall waive the payment of a second initiation fee for a former Regular Member and may prorate the non-capital portion of the dues for the current fiscal year. The applicant shall be required to pay all applicable unpaid assessments that came due during the previous five (5) years, any assessment for the current fiscal year and applicable dues.

 Section 7a. A former member who resigned more than five (5) years in the past must apply as a Provisional Member

**Section 8**. COLLEGIATE MEMBERS are those persons wishing to be affiliated with the Oklahoma City Boat Club who are eligible to compete as determined by ICSA (Inter-Collegiate Sailing Association).

Section 8a. A Collegiate Member has Collegiate privileges of the Club, as set forth in Article IX of the bylaws.

Section 8b. The number of Collegiate Members may be limited at the discretion of the Board of Governors. Collegiate Members shall not be a part of the membership limits as set forth in Article I, Section 2, of the Constitution.

Section 8c. A Collegiate Member wishing to change to another membership status shall comply with all of the eligibility and application requirements for that membership.

Section 8d. Collegiate Memberships are renewable annual memberships for which the fiscal year shall be June 1 through May 31. Renewals are approved by the Collegiate Team Sponsor and Board of Governors and are subject to maintaining eligibility for the membership.

Section 8e. Collegiate Members under 21 years of Age shall not consume or possess alcoholic beverages at or on any club property or when representing the club in any activities.

Section 8f. Collegiate members may use the boating facilities of the club from dawn until dusk and during supervised club and collegiate events and activities. The clubhouse will also be available to Collegiate members during supervised club and collegiate activities and events.

**Section 9.** Youth Members shall be children of non-members between thirteen through eighteen years of age for whom a Regular Member has applied for membership on their behalf and the Board of Governors has approved. The Regular Member shall certify that they accept full responsibility for the Youth Member, as if the Youth Member were in the immediate family of the sponsoring Regular Member. The Youth Member’s parent or legal guardian must also agree to waive liability of the club. Youth Membership is annual (which year shall be June 1-May 31) and may be considered for renewal by the Board of Governors, upon request.

**ARTICLE II**

**Membership Application Process**

**(Provisional Membership)**

**Section 1**. Applications for membership in the Oklahoma City Boat Club shall be subscribed on forms provided by the Club for that purpose and shall include an agreement to comply with the Constitution, Bylaws, and Facilities Policy of the Club.

**Section 2.** All applications for membership shall be sent to the Membership Chairman who shall promptly post on the bulletin board the applicant's name and passport-style photograph, spouse’s name, phone number(s), email address(es), boat(s) owned, sponsors’ names, and class of membership applied for. This notice of intent to apply for membership shall be posted for twenty (20) days prior to submission of the applicant’s name to the Board of Governors. The Membership Committee shall interview the applicant and, at its discretion, refer the applicant to the Board of Governors. Any Regular Member may object to any application posted; any objections must be in writing to the Membership Committee. Communications from members in reference to applications shall be confidential.

**Section 3.** The Board of Governors shall recommend candidates to the general membership or reject applicants.

**Section 4.** An applicant for Regular or Associate Membership must be sponsored in writing by two (2) Regular Members, other than a person involved in the sale of a boat to such applicant.

**Section 5.** An applicant for Regular or Associate membership shall be a REGULAR PROVISIONAL or ASSOCIATE PROVISIONAL member for one (1) year upon approval of the Membership Committee, approval by a majority vote of the Board of Governors, and payment of the applicable fees and dues.

Section 5a. During the provisional year, the Provisional Member shall attend a minimum of seventy-five percent (75%) of all regular Club meetings and shall attend all work parties unless excused by the Chairman of the House, Dock, and Anchorage Committee. Provisional Members shall attend the annual Club Splash Day formal ceremonies unless excused by the Chairman of the Membership Committee.

Section 5b. A Provisional Member must pass a Constitution, Bylaws and Facilities Policy examination, and an on-the-water Sailing Proficiency Examination before being recommended to the Membership as a candidate for Regular, or Associate Membership. A Provisional Member shall be available to assist the various Club committees in their work.

Section 5c. A Regular Provisional Member has limited privileges of the Club as set forth in Article IX of the bylaws.

(a) A Regular Provisional Member may keep or maintain a boat, trailer, or other boating related equipment on the Club grounds or in designated club storage areas, subject to payment of applicable maintenance dues.

Section 5d. An Associate Provisional Member has limited privileges of the Club as set forth in Article IX of the bylaws.

Section 5e. A Provisional Member failing to maintain minimum standards as set forth herein may be immediately reviewed by the Board of Governors. After the Provisional Member has been given reasonable opportunity for hearing, the Board of Governors may allow the Provisional Member to continue the provisional year, restart the provisional year for that Member, or dismiss the Provisional Member from Membership. The Board of Governors shall dismiss from Membership a Provisional Member failing to maintain minimum standards for a second time.

Section 5f. A Provisional Associate Member wishing to change Membership status to Provisional Regular Member shall submit a written request to the Membership Committee. The Membership Committee shall review the Provisional Associate Member’s activity and confirm the member is in good standing and is progressing satisfactorily. Upon approval by the Membership Committee and the Board of Governors, the change of status shall be subject to payment of the initiation fee and the balance of the annual dues, however the Board of Governors may prorate the annual dues.

Section 5g. Upon completion of the requirements of a candidate’s provisional year, the Membership Committee shall review such Provisional Member and present recommendations to the Board of Governors for advancement. Upon approval of the Board of Governors, Provisional candidates for Regular or Associate Membership shall be presented to the Regular Membership for election by secret ballot requiring a two-thirds (2/3) majority vote of the Regular Members present and voting at a regular meeting.

**ARTICLE III**

**Membership Responsibilities**

**Section 1.**  Any Member in arrears for indebtedness to the Club shall not be eligible to hold office, be entitled to vote, or compete in any race. The Board of Governors shall have the power to suspend, expel, or otherwise discipline any Member in arrears for indebtedness to the Club, provided however that no Member shall be suspended or expelled under this section without reasonable opportunity for hearing.

**Section 2.** Members shall be responsible for the conduct of and/or indebtedness of all persons admitted to the activities of the Club as their guests.

**Section 3.** Any Member of the Oklahoma City Boat Club may present to the Board of Governors written charges against any other Member for inappropriate conduct, conduct likely to endanger the good order or welfare of the Club, or for violation of any provisions of the Constitution, Bylaws, or Facilities Policy. After the Member has been notified and given an opportunity to be heard in answer to the charges, the Board of Governors may take such action as deemed appropriate, which may include suspension of the rights and privileges of Membership for a specific time, or expulsion from Membership in the Club.

**Section 4**. The information in the roster, in printed or electronic format, is intended for the exclusive use of Boat Club activities. The membership information shall not be sold or used for solicitation purposes. The Board of Governors shall approve any other use of the membership information.

**ARTICLE IV**

**Election of Officers and Board Members**

**Section 1.** A nominee for office in the Club must be a Regular Member in good standing for at least one (1) year immediately preceding nomination for office or Eligible Spouse and shall not be eligible to succeed himself or herself for more than one term. *[See Article I, Section 1d]*

**Section 2.** The Board of Governors shall confirm a Nominating Chair. The Nominating Chair shall submit a list of at least five (5) Regular Members and/or Eligible Spouses for confirmation at the June Board of Governors meeting, however the Board of Governors has ultimate authority of approval authority of all members of the Nominating Committee.

 Section 2a. No Regular Member or Eligible Spouse may be slated if his or her spouse is serving on the Nominating Committee nor may both a Regular Member and such Regular Member’s Eligible Spouse serve on the same Nominating Committee and/or be slated for or serve on the same Board of Governors whether in a move-up position or on the slate for election. *[Note: See Article I, Section 1d]*

Section 3. The Nominating Committee shall submit to the membership at the meeting next preceding the Annual Meeting a slate of nominees consisting of: one or two names each for Commodore and Vice Commodore; two names each for Rear Commodore, Secretary, and Treasurer Elect; and six names for the three Member positions to the Board of Governors. The incumbent Treasurer Elect shall become Treasurer. Should the Treasurer Elect be unable to advance to Treasurer, the Nominating Committee shall also submit two names for the office of Treasurer.

Section 3a. Additional nominations for any office may be made from the floor at the meeting next preceding the Annual Meeting.

*[See Nominating Committee Criteria.]*

**Section 4.** Voting shall be by secret ballot cast at the Annual Meeting, provided however, absentee ballot votes and/or e-communication voting may be permitted at the discretion of, and with the approval of the Board of Governors as provided in Article X, Absentee Ballot Voting and E-communication Voting". The candidate for each office receiving the majority of votes cast shall be declared elected. In the event there are three (3) or more candidates nominated for any office and no candidate receives a majority of the votes cast on the first ballot, then the two candidates receiving the greatest number of votes shall be voted upon and the candidate receiving the majority of votes cast shall be declared elected.

**Section 5.** In case of vacancy or resignation of any elected officer, all lower ranking officers willing to accept advancement shall be advanced, and the lowest vacancy thus created shall be filled for the unexpired term by the Board of Governors, selecting a qualified member, as set forth in Article IV, Sections 1 and 2 of the bylaws.

**ARTICLE V**

**Board of Governors**

**Section 1.** Board of Governors Meetings shall be open to Regular Members and Joint Members except as noted in Article V, Sections 1a and 1b of the bylaws. A non-board member may not speak at a Board of Governors Meeting without the express permission of the Commodore. *[Note: See Article I, Section 1b]*

Section 1a. The Board of Governors may be called to Executive Session by a majority vote of the Board Members present. Executive Session shall mean that only Board Members and those persons directly involved in the proceedings to be discussed may be present.

Section 1b. Executive Session of the Board of Governors may not be invoked when discussing club finances, except as noted in Article V, Sections 17b and 17c of the bylaws.

**Section 2.** A regular board meeting shall be held on the first Thursday of each month. Special meetings may be called by the Commodore, and shall be called upon request of three (3) Board Members. Five (5) members shall be necessary to constitute a quorum, and no quorum may be constituted or voting permitted by proxy.

**Section 3.** The Board of Governors shall have power to originate all assessments, recommend the amount of dues, and limit the amount of indebtedness to the Club of any member.

**Section 4.** The Board of Governors shall recommend any changes in the dues.

**Section 5.** The Board of Governors shall, as provided in Article VII, Sections 7 and 8 of the bylaws, drop from membership any delinquent member. The Board of Governors may reinstate a delinquent member upon receipt of all dues, assessments and late charges, if such payment is received within thirty (30) days of the Member having been dropped from membership. The Board of Governors may not reinstate any member failing to make full payment thirty-one (31) or more days after having dropped from membership.

Section 5a. The Board of Governors may allow a member to pay the annual dues in installments if the member receives Board approval of such installment payment PRIOR TO DECEMBER 15th of the year in which the dues are due. In no case shall the installment payments extend beyond March 1st of the year following the due date.

Section 5b. No indebtedness to the Club, other than annual or maintenance dues, may be paid in installments. All indebtedness, other than approved installment annual or maintenance dues shall be DUE IN FULL on the due date.

**Section 6.** The Board of Governors shall appoint a Regular Member or Eligible Spouse to fill any unexpired terms in any vacancies of the elective offices, in accordance with Article IV, Section 4 of the bylaws. *[See Article I, Section 1d]*

**Section 7.** The Board of Governors shall either recommend for election to the appropriate class of membership, such candidates as are proposed in the required manner, or reject such applicants.

**Section 8.** The Board of Governors shall have the power to suspend, expel, or otherwise discipline any member for violation of the Constitution, Bylaws, or Facilities Policy, or for conduct which they shall deem improper and prejudicial to the best interest of the Club. No member shall be suspended or expelled, under this section, without reasonable opportunity for hearing.

**Section 9.** The Board of Governors shall appoint the Nominating Committee as prescribed in Article IV, Section 2 of the bylaws.

**Section 10.** The Board of Governors may grant limited privileges of the club to the immediate family of a Regular or Provisional Member, regardless of age, if said family member is a full time student or a member of the Armed forces on active duty. Privileges so extended will be automatically terminated one (1) year after the family privileges are no longer applicable.

**Section 11.** The Board of Governors shall act for the Club in cases of emergency.

**Section 12.** The Board of Governors shall confirm the appointment of all committees, have full authority over them and may discharge such committees at any time by a vote of at least five (5) members of the Board of Governors, subject to any provisions herein to the contrary

**Section 13.** Missing three (3) consecutive regular meetings of the Board of Governors shall be considered equivalent to tendering a resignation from the Board. The Board of Governors must vote upon such resignation at the next regular Board meeting.

**Section 14.** The Board of Governors shall have the power to adopt a Facilities Policy for the common good and safety of the Club and all members. The Facilities Policy shall remain in full force and effect until revised or revoked by a subsequent vote of the Board of Governors.

**Section 15.** The Board of Governors shall review the annual budget, submitted by the Commodore, within forty-five (45) days following the Annual Meeting. The Board of Governors may approve the annual budget as submitted or recommend changes. The annual budget must be approved within sixty (60) days following the Annual Meeting.

**Section 16.** The Board of Governors shall review the annual audit prepared by the Finance Committee within ninety (90) days following the Annual Meeting.

Section 16a. Upon approval by the Board of Governors of a satisfactory annual audit, the results of such audit shall be submitted for approval to the Regular Members within 120 days following the Annual Meeting. A two thirds (2/3) majority vote of the Regular Members present and voting at a regular meeting is required for approval.

Section 16b. Should the annual audit produce evidence of substantial ambiguity, or substantial impropriety, the Board of Governors shall present such evidence to the Treasurer for explanation. Upon satisfactory resolution of the alleged ambiguities or improprieties, the Board of Governors shall act as outlined in Section 17a of this Article.

Section 16c. After meeting with the Treasurer, if there is no satisfactory resolution of the alleged ambiguities or improprieties, the Board of Governors shall formulate proposed remedial action or actions, along with any proposed punitive measures, and shall submit such plan to a vote of the Regular Members. Such plan shall be approved by a two-thirds (2/3) vote of the Regular Members present and voting at a regular meeting before being enacted.

**Section 17.** The Board of Governors shall have the power to review the Facilities assignments as recommended by the Rear Commodore, and to make changes it deems necessary.

**ARTICLE VI**

**Duties of Officers**

**Section 1.** The COMMODORE shall be the commanding officer of the Club and the Fleet. It shall be his or her duty to carry out the instructions of the Board of Governors; announce the rules and regulations of the Club; appoint all Committees except the Nominating Committee; preside at all meetings of the Club and the Board of Governors; and do all other things usual to this office according to accepted yachting customs.

Section la. The Commodore shall prepare an annual budget within thirty (30) days following the annual meeting and submit such budget to the Board of Governors for approval.

**Section 2.** The VICE COMMODORE shall, in the absence or disability of the Commodore, perform the duties of the Commodore. He or she shall assist the Commodore in the discharge of his or her duties. He or she shall chair the Planning Committee.

**Section 3.** The REAR COMMODORE shall assist the Commodore and Vice Commodore in the discharge of their duties, officiate in their absence, and chair the House, Dock, and Anchorage Committee. The Rear Commodore shall grant or terminate assignments of use of Club assets to Members in his or her discretion and shall maintain a record of all use assignments, including the effective date of the assignment and termination of assignment. The Rear Commodore’s grant or termination of assignments is subject to review and approval by the Board of Governors.

**Section 4.** The SECRETARY shall:

(1) Keep the minutes of the meetings of the Club and of the Board of Governors in books provided for that purpose and to have custody of reports and documents connected with the meetings of the Club.

(2) Keep a correct roll of the Members, showing dates of election, classification, and addresses.

(3) Have custody of the Club seal.

(4) Conduct the correspondence of the club, give notice of all meetings of the Club and in cases of special meetings shall state the business intended.

(5) Be ex-officio secretary to any committee requesting this service.

(6) Post the current amounts and allocations of initiation fees, annual dues and maintenance dues in a schedule attached to these Bylaws, which is incorporated into and made a part of these Bylaws.

**Section 5.** The TREASURER shall:

(1) Have charge of the funds of the Club, keep a correct account of all moneys received and paid out, and, under the direction of the Board of Governors, to disburse the funds.

(2) Deposit the funds in the name of the Club in a depository approved by the Board of Governors.

(3) Present at each regular meeting of the Club, and whenever so requested by the Board of Governors, a detailed account showing the financial condition of the Club, and to file the same with the Secretary.

(4) Collect all moneys due to the Club.

(5) Make the annual report and submit the same to the Membership at the close of the fiscal year.

(6) Maintain the proper allocations of funds to capital and operating accounts.

**Section 6.** The TREASURER ELECT shall assist the Treasurer and may attend meetings of the Board of Governors as a non-voting member. The Treasurer Elect shall succeed the Treasurer as soon as practical after the annual election.

**Section 7.** All officers and other elected positions shall take office immediately upon their election and shall hold such offices until their successors are duly elected or appointed.

**ARTICLE VII**

# Financial Obligations

**Section 1.** Subject to the approval of the voting membership, the Board of Governors shall determine:

(1) The amount of the initiation fee and any proposed changes thereto.

(2) The amount of, and necessity for, any assessments.

(3) Any changes in the amount of annual dues.

(4) Any other financial obligations imposed on the membership, including maintenance dues.

**Section 2.** The Board of Governors may present to the membership any proposed change in the initiation fees or annual dues, assessments, or any other member financial obligation at any regular membership meeting. The Board of Governors may present proposed changes, including evidence of need for such changes, and the date such proposed changes shall be due, at any regular meeting. Any such proposed changes may not be voted upon until the following regular membership meeting. A three-fourths (3/4) majority vote of the Regular Members present and voting at a regular meeting shall be required to change the amount of the initiation fee, the amount of annual dues, levy any assessment or change any other member financial obligation, including maintenance dues or fees.

**Section 3.** The amount of dues for Regular and Provisional Regular Membership shall be the same; amount of dues for Associate and Provisional Associate Membership shall be the same; the amount of dues for Youth Membership shall be 5% of Regular Membership; the amount of dues for Collegiate Membership shall be 25% of Regular Membership.

**Section 4.** The annual dues for Senior and Non-Resident Members shall be one-third (1/3) of the annual dues of Regular Membership. Honorary Members shall be exempt from annual dues.

**Section 5.** There shall be no initiation fee required for Associate, Youth, Collegiate, or Honorary Members.

**Section 6.** The initiation fee for Provisional Regular Members shall be due and payable upon approval of the Membership Committee and approval by a majority vote of the Board of Governors, in accordance with Article II, Section 5, of the bylaws. The initiation fee shall be restricted to the Major Capital Improvement Account.

**Section 7.** The annual dues shall be due and payable on October 1 of each year; they will be delinquent as of November 1 of each year. Dues paid after November 1 are subject to a ten percent (10%) late charge. Any member who has not paid by nor been approved for installment payment on or before the December meeting of the Board of Governors shall be automatically terminated and dropped from membership without notice. The list of members dropped from membership for non-payment of dues shall be recorded at the December meeting of the Board of Governors.

**Section 8.** Assessments shall be due and payable as of the due date approved by the Regular Membership as set forth in Article VII, Section 2. Assessments shall be delinquent after thirty (30) days from the due date, and are subject to a ten percent (10%) late charge. Any member who has not paid after sixty (60) days from the due date shall be automatically terminated and dropped from membership without notice.

**Section 9.** A member dropped under Section 7 or 8 above may be reinstated at the discretion of the Board of Governors and upon payment of all dues, assessments, and late charges, provided that such payment is made on or before the January Board of Governors meeting. After the January Board of Governors meeting, such former member may apply for membership on the same basis as a new applicant, including payment of the initiation fee and becoming a Provisional Member as set forth in Article II of the bylaws.

**Section 10.** Dues increases or portions thereof, or assessments or portions thereof, may be designated by the membership at the time of voting on the dues increase or assessment, to be placed in a Major Capital Improvement Account. Such Major Capital Improvement Account shall be a separate interest-bearing account maintained by the Treasurer. The Board of Governors shall not use such funds for any purpose without approval of the membership. A three-fourths (3/4) majority vote of the Regular Members present and voting at a regular meeting shall be required for such approval.

**Section 11.** The Board of Governors may approve a quarterly pro-rata payment of initial dues (excluding capital improvement portion) and shall review such on a biennial basis.

**ARTICLE VIII**

**Committees**

**Section 1.** The Standing Committees of the Oklahoma City Boat Club shall consist of at least three members each; the Chairman shall be appointed by the Commodore as set forth in Article VIII of the Constitution unless otherwise provided in these Bylaws. The Board of Governors shall confirm the appointment of all committees, and shall have full authority over them as set forth in Article V, Section 13 of the bylaws. Unless otherwise provided in these Bylaws, spouses of members may serve as Chairman and as member of committees.

**Section 2.** The PLANNING Committee shall prepare and/or maintain a master plan for the continuing development of the Oklahoma City Boat Club. The Planning Committee shall consist of the Vice Commodore as chairman and three Regular Members and/or Eligible Spouses. The Regular Members and/or Eligible Spouses shall serve on this committee for staggered terms of three (3) years, one (1) new member to be appointed each year.

**Section 3.** The HOUSE. DOCK & ANCHORAGE Committee shall have general supervision of the club properties and shall see that they are kept in good repair. The House, Dock, & Anchorage Committee shall have complete supervision over the mooring basin, assignment of berths and lockers, and shall formulate such rules and regulations as required for the common good and safety of all members, subject to approval and adoption by the Board of Governors.

**Section 4**. The RACE Committee shall conduct races in accordance with the Racing Rules of Sailing. The Race Committee Chairman shall co-chair the monthly Race and Regatta meetings. The Race Committee shall also develop and train new Race officers and Race Committee members.

**Section 5.** The REGATTA Committee shall formulate an annual schedule of racing events to be held at, and/or hosted by, the Oklahoma City Boat Club. The Regatta Committee shall consult with the Race Committee and the Oklahoma City Boat Club Fleet Captains in formulating the annual racing schedule. The Regatta Committee shall provide judges as needed for racing events. The Regatta Committee shall maintain a record of all racing events, and shall perform any other acts customary to regatta committees. The Regatta Committee shall coordinate with the Entertainment Committee those parties and social events related to racing activities. The Regatta Committee shall, at the discretion of the Commodore, provide a summary of each month's racing activities at each regular meeting. The Regatta Committee chairman shall co-chair the monthly Race and Regatta meetings.

**Section 6.** The HANDICAP RATING Committee shall be responsible for an annual review of all handicap racing numbers assigned to boats racing in the Oklahoma City Boat Club races and regattas. The Handicap Rating Committee shall hear and consider requests from members for revisions of handicap rating numbers. The Handicap Rating Committee shall develop and maintain bylaws for administration of the handicap rating system, subject to review and approval by the Board of Governors.

**Section 7.** The ENTERTAINMENT Committee shall be in charge of, and make arrangements for, parties and social events of the Club. The Entertainment Committee shall coordinate with the Regatta Committee all parties and social events related to racing activities. The Entertainment Committee, under the direction of the Commodore, shall make arrangements for the Annual Banquet.

**Section 8.** The FINANCE Committee shall audit the books of the immediate past Treasurer within sixty (60) days of the Annual Meeting each year and forward the results of such audit to the Board of Governors.

**Section 9.** The MEMBERSHIP Committee shall coordinate changes in membership classifications and shall be in charge of all applications for new provisional memberships in accordance with procedures set forth in the bylaws. The Membership Committee shall oversee the required participation in Club activities of Provisional Members. The Chair and every member of the Membership Committee shall be a Regular Member or Eligible Spouse.

**Section 10.** The HOIST Committee shall consist of five Regular Members and/or Eligible Spouses, appointed by the Commodore, subject to approval by the Board of Governors. In the event of a vacancy on the HOIST Committee, the remaining members shall nominate a Regular Member or Eligible Spouse to fill said vacancy and submit said member's name to the Commodore for approval. The HOIST Committee shall have charge of all hoists belonging to the Club. It shall be responsible for installation, replacement, repair, maintenance, proposing rules for use of said hoists, and any other matters relating to the hoists.

**Section 11.** The NOMINATING Committee shall present a slate of nominees as provided in Article IV, Section 2, and shall be responsible for distribution and tallying of the ballots at the annual election meeting. *[See Nominating Committee Criteria.]*

**Section 12.** The Commodore may, at his or her discretion, appoint any or all of the following additional committees: CSSA, Education, Photography, Protest, Protocol, Public Relations, Roster, U.S. Sailing, Women's Activities, Ye Logge, and Youth Activities.

Section 12a. The specific enumeration of the above named committees shall not be construed to be a limitation on the power of the Commodore or the Board of Governors to appoint and control any additional committees they deem necessary to carry out the purposes of the Club.

# ARTICLE IX

# Privileges

**Section 1.** Full privileges of the Oklahoma City Boat Club apply to the Member and to that part of the immediate family permanently residing with the member, except for children over the age of twenty-one (21). A member with full privileges of the Oklahoma City Boat Club:

(a) May keep or maintain a boat, trailer, or other boating related equipment on the Club grounds or in designated club storage areas.

(b) May speak at any regular Club meeting.

(c) May vote in all Club elections.

(d) May hold elective office.

(e) May sponsor applicants for membership.

(f) Is subject to annual dues and assessments as set forth in Article VII of the bylaws.

(g) Family members, and sponsored Youth Members, may not vote, hold elective office nor sponsor an applicant.

(h) May visit other clubs that extend reciprocal privileges and sign charges to be billed to the Oklahoma City Boat Club.

**Section 2.** The following classes of membership shall have full privileges of the Oklahoma City Boat Club:

Regular

***[Note: Joint Members may vote (Article I, Section 1b) and Eligible Spouses (Article I, Section 1b and 1d) may vote and hold office. See Article IV, Section 1]***

**Section 3.** Limited Privileges of the Club shall mean that a Member may have full use of the clubhouse and grounds but shall not keep or store a boat, trailer, or other personal sailing gear or property on the premises. A member with limited privileges of the Club:

(a) May speak at any regular Club meeting.

(b) May not vote.

(c) May not hold elective office.

(d) May not sponsor an applicant for membership.

(e) Is subject to annual dues and assessments as set forth in Article VII of the bylaws.

(f) Is exempt from the initiation fee, except Provisional Regular Member as provided in Article VII, Section 6.

(g) May visit other clubs that extend reciprocal privileges and sign charges to be billed to the Oklahoma City Boat Club, except Provisional Regular Members and Provisional Associate Members.

**Section 4.** The following classes of membership shall have limited privileges of the Oklahoma City Boat Club:

(a) Associate

(b) Provisional Associate

(c) Senior

(d) Non-Resident

(e) Honorary (as defined in Article 1, Section 5b of the bylaws.)

(f) Provisional Regular

(g) Honorary (as defined in Article I, Section 5a of the bylaws.

[Note: Provisional Regular Members and Honorary Members under Article I, Section 5a have the additional privilege of keeping or storing a boat, trailer, or other personal sailing gear or property on the premises as provided in Article II, Section 5c and Article I, Section 5a]

**Section 5.** Collegiate privileges of the Oklahoma City Boat Club apply to the Collegiate Member only. A member with collegiate privileges of the Oklahoma City Boat Club:

(a) May keep or maintain one dinghy (centerboard) or catamaran boat, with its trailer, or other boating related equipment on the Club grounds or in designated club storage areas. (A dinghy is defined as a centerboard boat of 19 ft. or less and a weight less than 1000 lbs.

(b) May speak at any regular Club meeting.

(c) May not vote.

(d) May not hold elective office.

(e) May not sponsor applicants for membership.

(f) Is subject to annual dues as set forth in Article VII of the bylaws.

**Section 6.** The use of the club facilities shall not be extended to any non-member for any purpose, except that the Board of Governors may, upon written application, extend to members in good standing of a reciprocating Yacht Club, use of the Club facilities not to exceed thirty (30) days per year.

**Section 7.** Any member of the Board of Governors may grant reciprocal privileges for a period not to exceed three (3) days.

**ARTICLE X**

**Absentee Ballot Voting and**

**E-communication Voting**

**Section 1**. All Regular Members may be given the right to vote by absentee ballot or e-communication on any vote by the membership relating to slated elections, any amendments to the Bylaws or Constitution or any other issues when such method or methods of voting are deemed necessary and approved by the Board of Governors. Upon request for good cause and approval by the Board of Governors, any Regular Member shall be given the right to vote by absentee ballot on any vote by the membership relating to slated elections, any amendments to the Bylaws or Constitution or other issue when the proposed change may not be voted upon until the following regular membership meeting. Such absentee ballot, signed and dated by the Regular Member, should be given to the Bylaws Chairman, Committee Chairman whose committee is responsible for the tally of such ballots, or other person designated by the Board of Governors by the deadline communicated in the notice provided, and in any event, no later than call to order of the Membership meeting at which the vote will be taken by those attending the meeting.

**Section 2**. The official absentee ballot may be obtained electronically, or from the person designated by the Board of Governors to distribute the paper absentee ballots.

**Section 3.**  Absentee ballot votes on a specific issue are void if the specific issue is amended during the meeting and such void ballots would not be included to constitute a quorum.

**Section 4.** Absentee ballots do not count toward quorum, provided however, in the event of a global, national, state or local disaster, or when deemed necessary and approved by the Board of Governors, valid absentee ballots may be included to constitute a quorum upon approval by the Board of Governors for a regular club meeting.

**Section 5.** E-communication voting may be permitted when deemed necessary and approved by the Board of Governors. The Board of Governors shall designate one Regular Member, preferably the Secretary or Committee Chairman responsible for tallying the ballots, to monitor the e-communicated votes.

**ARTICLE XI**

**Amendments, Rules of Order, and Notice**

**Section 1.** These bylaws may be amended by a two-thirds (2/3) majority vote of the Regular Members present and voting at a regular meeting, provided that the proposed amendment or amendments shall have been proposed at a preceding meeting, and shall have been posted on the club bulletin board for at least twenty-eight (28) days preceding the meeting at which the vote is to be taken.

**Section 2.** The Secretary, Bylaws Chairman, Parliamentarian, or other Regular Member designated and approved by the Board of Governors shall have the authority to make necessary technical and typographical changes to the Bylaws in order to assure editorial continuity with substantive changes approved by the Board of Governors and the membership.

**Section 3. Rules of Order.** Robert's Rules of Order Newly Revised (current edition) shall by the parliamentary authority for all matters of procedure not specifically covered by the Constitution, these Bylaws or by specific rules or procedures adopted by The Oklahoma City Boat Club, Inc.

### Section 4. Notice. Any notice required under the Constitution, Bylaws or any Policies and Procedures of this club shall be deemed to be received by the member upon deposit in the U.S. Mail or through an official The Oklahoma City Boat Club, Inc. email properly addressed to the member at the address or email address listed in the current records of The Oklahoma City Boat Club, Inc. as specified in each section of the Bylaws.

*As of 7-14-22*