

**Bylaws of the St. Paul Yacht Club
2006 Revision**

PREAMBLE

“The St. Paul Yacht Club (SPYC) is a non-profit corporation whose goals are to provide affordable marine facilities within Harriet Island Regional Park, to promote safe boating on the Mississippi River, to be an asset to the community, and to be an exemplary model of proper stewardship of the Mississippi River. To this end, the St. Paul Yacht Club will build, own and maintain such buildings, docks and other facilities as are necessary to pursue these goals.”

Article I: NAME

The name of this Corporation shall be the St. Paul Yacht Club (hereinafter referred to as the “SPYC”).

Article II: PURPOSE

The purpose of the SPYC is to promote safe and affordable boating. The SPYC also supports appropriate social activities for its members and boaters, a suitable environment for its community and general enjoyment of the river.

Article III: BOARD OF DIRECTORS

Paragraph 1. The management of the affairs of the SPYC shall be vested in an eleven-member Board of Directors (hereinafter referred to as the “Board”), consisting of

- Three elected Officers (Commodore, Vice Commodore, Treasurer, and Secretary);
- Seven Directors elected at-large (Rear Commodore, Quartermaster Upper harbor, Quartermaster Lower Harbor, Fleet Measurer, Fleet Surgeon and Fleet Captain), and the immediate past-Commodore.

The Board shall manage all the affairs of the SPYC. It shall have complete authority over all matters pertaining to the care, conduct, and control of the SPYC, its property, finances, and all appropriations.

The Board may, at its discretion, delegate the authority for management of specified activities, property or affairs of the SPYC to individual members of the Board, committees of Board members, individual SPYC members, and committees thereof, to the SPYC staff or a combination of these. It shall delegate the authority necessary for fulfillment of the assignment, but it cannot delegate nor relinquish either its overall responsibility or any portion of its accountability

Any Director or Officer of the SPYC whose account becomes past due more than 60 days and has not made arrangements for regular payments will forfeit his/her position as a Director or Officer of the SPYC

Following the election of the Board, the Commodore will appoint the Directors to their selected positions, subject to approval by the Board. The Commodore will publish an organization chart prior to the second meeting of the new Board.

The Officers shall have the following duties in conformance with these Bylaws:

THE COMMODORE:

- shall have active management responsibility for the conduct and operation of the SPYC, subject to advice and consent of the Board of Directors;
- shall officiate at all meetings of the membership and the Board of Directors;
- shall appoint special committees in support of functional areas of the SPYC, including, but not limited to, Finance, Membership, Operations, and Social Committees;
- shall execute contracts with individuals and other entities upon approval by the Board of Directors;
- shall serve as the SPYC representative to governmental agencies,
- shall define the organizational structure and assign responsibilities to all Board Members not covered within these By-Laws;
- shall perform other duties as directed by the Board of Directors or these Bylaws.

THE VICE-COMMODORE:

- shall assist the Commodore in his/her duties;
shall perform the duties of the Commodore whenever the Commodore is unable to carry them out, and
- shall perform other duties as directed by the Board of Directors or these Bylaws.

THE SECRETARY:

- shall assure that membership records are properly prepared and maintained;
- shall assure that proper notice of membership and Board of Directors meetings is given to all members;
- shall assure that minutes of all membership and Board of Directors meetings are promptly prepared and kept available for membership review;
- shall assure that all books, records and papers of the SPYC are safeguarded to prevent any loss, with the exception of those records for which the Treasurer is responsible, and
- shall perform other duties as directed by the Board of Directors or these Bylaws.

THE TREASURER:

- shall assure that a budget for the fiscal year is developed and complied with;
- shall assure that all monies and checks for and to the credit of the SPYC are appropriately and promptly processed and deposited;
- shall assure that SPYC funds are disbursed in the manner specified by the Board of Directors;
- shall assure that a running account of all expenditures is kept;
- shall assure that accurate financial records are maintained and safeguarded to prevent any loss;
- shall assure that an annual financial audit is completed on time and in compliance with these Bylaws;
- shall give a monthly report of the SPYC's financial condition to the membership;
- shall give financial reports to the Board of Directors as requested by the Board;
- shall perform other duties as directed by the Board of Directors or these Bylaws;

Paragraph 2. Officers and Directors of the SPYC will be elected at the Annual Meeting of the SPYC. The Annual Meeting will be held on the second Tuesday in February each year. Only voting members with at least one year of active membership in good standing in the SPYC shall be eligible for election to the Board. All officers shall be elected for a period of one year and hold their office until their successors are elected and qualified. Their term of office shall begin at the annual meeting at which they are elected. Candidates for Commodore shall have served at least one full term as a member of the SPYC Board of Directors. Each SPYC Board member (with the

exception-of the Commodore) shall be limited to three consecutive one-year terms. The Commodore of the SPYC shall be limited to two consecutive one-year terms.

Paragraph 3. Should a member of the Board of Directors be unable to serve, or should it be necessary to replace a Director, a duly qualified member shall be elected at any annual, special or general meeting to serve the unexpired portion of that Director's term. The above officers and directors shall be elected at the Annual Meeting of the SPYC that shall be held on the second Tuesday in February of each year, at its registered office in St. Paul, Minnesota and they shall hold their respective offices for a term of one year or until their successors are elected and qualified, unless removed by a two-third majority vote of all voting members. In case the Commodore is unable to serve, the Vice Commodore shall perform and be vested with all of the duties of the Commodore.

Paragraph 4. At the expiration of the Commodore's term of office, the retiring Commodore shall remain a member of the Board, replacing the previous past Commodore. As long as the Commodore serves, the immediate past Commodore continues to serve on the Board.

Paragraph 5. The Treasurer is responsible for signature authority with SPYC banks and financial institutions. The Commodore, Vice-Commodore, and Treasurer shall have signature authority on SPYC checking accounts. The Treasurer may grant signature authority to other SPYC board members and office staff. The Treasurer shall maintain a procedure defining check-signing limits and purchasing limits subject to Board approval.

Article IV: FISCAL YEAR AND ANNUAL AUDIT

Paragraph 1. The fiscal year shall be the calendar year.

Paragraph 2. The Board shall commission an annual audit of the SPYC books by an outside auditor who must not be a member. The audit shall be completed by March 15th of each year. Audit reports shall be available for inspection at the SPYC office.

Article V: REPORTS

Paragraph 1. As soon as practicable after December 31 of each year and before the third Monday in January of the following year, the Commodore, Secretary and Treasurer shall each prepare a written report covering the affairs of their office for the past year and deliver such report to the Secretary. The report of the Commodore shall cover the activities of the SPYC during the calendar year, together with recommendations for the coming year. The Secretary shall make sufficient copies of such report to provide a copy of each report to each regular member of the SPYC at least ten days before the next Annual Meeting. Such copies shall be mailed with the notice of the Annual Meeting of the SPYC.

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Paragraph 2. The Treasurer shall prepare and submit in writing to the Annual Meeting a report of all financial operations for the past year. These shall include a detailed report of income from dues, rentals, sales and services: a statement of disbursements and a statement of all funds on hand, accounts receivable and of all obligations of the SPYC at the close of the past fiscal year and any recommendations for improving the financial condition of the SPYC.

Paragraph 3. The Secretary shall report on all meetings of the SPYC and shall provide a current roster of all regular, life, social, honorary, and associate members. This report may also contain recommendations for improvement of the Club's operation.

Article VI: VOTING MEMBERSHIP

Paragraph 1. Voting membership in the St. Paul Yacht Club constitutes an indivisible, non-transferable asset. A Member in Good Standing is defined as a Voting or Associate Member of the SPYC who is current in his/her accounts and has received no disciplinary sanction in the previous 12 months. Voting Membership is comprised of two categories: 1) Voting Members and 2) Life Members.

SPYC slip holders in good standing may become Voting Members of the SPYC upon successful completion of the application process as defined in the SPYC Standing Rules. Applicants for Voting Membership must be in good standing at the time of their application.

Voting Members of the SPYC are entitled to the following privileges:

1. May vote in all SPYC elections, one vote per Membership;
2. May hold office in the SPYC as defined by these By-Laws and the SPYC Standing Rules;
3. May transfer his/her slip in the event of selling the Voting Member's boat, provided the purchaser of said boat signs a Lease Agreement with SPYC for the next summer;
4. May ask for a transfer from his/her present slip to another available open slip within the Harbors ahead of the next person on the transfer list, if said regular member is a member in good standing and has submitted his/her request in writing to the SPYC's operational management. The date of the request will be the determining factor in the event more than one Voting Member submits a request;
5. May reserve the Clubhouse for special functions;
6. Have other privileges as contained in the SPYC Standing Rules.

Voting Members shall pay an initiation fee, annual dues, all assessments and fees as determined by the SPYC's Board of Directors, and are required to volunteer for SPYC activities.

2) Life Membership may be granted to a regular member by decree of the Board. A Life Member shall be exempt from the payment of annual dues. Life Members shall have the same privileges as an SPYC regular member. To be a member in good standing, a voting member must satisfy all requirements listed above, be current in his/her SPYC accounts, and must not have received disciplinary sanction within the last twelve months.

Article VII: NON-VOTING MEMBERSHIP

Non-Voting Membership shall comprise the following three categories:

1. Associate Membership: Associate Membership in the SPYC is granted to boaters with a current SPYC slip lease. The Associate Member has no voting privileges, but is subject to all SPYC fees and assessments. Associate Members may reserve the use of the SPYC clubhouse as per SPYC Standing Rules. Associate Membership in the SPYC terminates when the slip lease terminates.

2. Social Membership: The Board may issue Social Memberships, the holders of which shall be non-voting members and shall have no right to hold office. They shall be entitled to notice of all social meetings. The Board shall fix the amount of annual dues.

3. Honorary Membership: The Board may bestow an Honorary Membership upon any deserving individual. An honorary member shall be exempt from the payment of any dues and shall not have the privileges of holding office and voting.

Article VIII: LIVEBOARDS

Paragraph 1. Liveboards must be Voting Members of the SPYC. They must have the SPYC as their primary year-around address (e.g., voter registration, driver's license, mailing, etc) and they must use their boat as their primary residence.

Paragraph 2. Anyone applying for Liveboard status in the SPYC must meet all of the Liveboard requirements as defined in the SPYC's Standing Rules and become a Voting Member of the SPYC as defined in these SPYC's Bylaws.

Paragraph 3. Accommodations for Liveboard slips are in accordance with the SPYC's lease with the City of St. Paul.

Article IX: GRIEVANCE AND DISCIPLINE PROCESS

Paragraph 1. There shall be a Grievance Committee made up of three SPYC ~~regular~~ **Voting** Members who are not members of the SPYC Board of Directors. All SPYC members may avail themselves of this committee. Recommendations of the Grievance Committee are referred to the Board of Directors for review. A vote on the Grievance Committee's recommendation must take place at the SPYC's next scheduled Board meeting. Seven Board member votes are needed to overturn the Grievance Committee's recommendation: else, the recommendation of the Grievance Committee is automatically adopted.

Paragraph 2. Any member may be censured, suspended or expelled for a violation of the Bylaws or Standing Rules of the SPYC, or for conduct damaging to the interests of the SPYC, upon a two-third majority vote by the entire Board of Directors. Before such a vote is taken, the charges shall be presented to said member in writing. The member shall have an opportunity to be heard in his/her defense. If a member is expelled, all rights under that membership shall cease; however, expulsion from the SPYC does not relieve an expelled member from his/her financial indebtedness to the SPYC.

Article X: ELECTION OF OFFICERS

Paragraph 1. There shall be a Nominating Committee comprised of the two immediate past commodores and one other Voting Member of good standing in the SPYC who is elected by the regular members by nominations from the floor at the general membership election meeting in February. The Nominating Committee shall prepare a slate of candidates for the Board to be voted on by the regular members of the SPYC at the Annual Meeting. All Voting Members who are nominated either by the Nominating Committee or from the floor, for elected office in the SPYC must be a member in Good Standing, including current maintenance of all SPYC accounts for at least 12 months prior to their nomination.

Paragraph 2. The Nominating Committee shall submit the names of the Board candidates to the members at the monthly meeting prior to the Annual Meeting in February. In addition, any member at the monthly meeting prior to the Annual Meeting may nominate other eligible members for office from the floor. The list of nominees shall be transmitted to the Secretary of the SPYC who will send it to the regular membership at least ten days prior to the Annual Meeting.

Paragraph 3. At the Annual Meeting, the election of Officers and Directors at-large shall be by secret written ballot. The immediate past Commodore will be designated as election judge and be responsible for running the elections.

Paragraph 4. The slate of Board candidates shall be made up of two groups:

1. Candidates for the four Officer positions (Commodore, Vice-Commodore, Secretary, and Treasurer), and
2. Candidates for the six Director-at-large positions.

The ~~six~~ **seven** director-at-large candidates receiving the most votes shall be declared elected. No cumulative or bullet voting shall be allowed. The Directors-at-large shall be assigned to their respective offices by the newly elected Commodore with the approval of the Board of Directors.

Paragraph 5. Upon election of the SPYC's Officers and Directors at-large, a vote shall be taken for three non-board regular members to serve on the SPYC Grievance Committee for a one-year term. Nominations for the Grievance Committee shall come from the floor at the Annual Meeting.

Paragraph 6. All ballots shall be kept for thirty days after the election and afterwards, they shall be destroyed. Any Voting Member in Good Standing may review the ballots during the 30-day period. A permanent record will be kept of the election results.

Paragraph 7. Any member whose account is in arrears more than 60 days shall not be entitled to vote at any SPYC meeting nor hold office in the SPYC.

Article XI: MEETINGS

Paragraph 1. Meetings of the SPYC members shall be held on the second Tuesday of January, February, April, June, and September. The Annual Meeting shall be held on the second Tuesday of February of each year. Twenty percent of the members shall constitute a quorum for the transaction of business at any monthly or annual meeting. Additional Membership Meetings may be called by the Commodore.

Paragraph 2. Meetings of the Board of Directors may be held at any time as determined by the Commodore or any three members of the Board, upon giving 48-hour notice to each member of the Board of Directors. Such notice, containing time, place, and purpose, may be given by telephone or in writing. At any Board meeting, six Board members shall constitute a quorum.

Paragraph 3. SPYC members may attend any Board of Directors meeting. Issues that they may want to address may be put on the agenda.

Paragraph 4. Summaries of Board Meetings and general meetings shall be published in the SPYC newsletter. Complete approved minutes shall be available for inspection at the SPYC office.

Article XII: STANDING RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt Standing Rules and regulations for the management and conduct of the affairs of the SPYC and it shall have power to fix the amount of annual dues, fees, assessments and charges for the services to be paid by the members. Such Standing Rules and regulations, which will be appended hereto, shall be prominently posted.

Article XIII: COMPLIANCE

The SPYC will comply with state and federal fair employment practice laws prohibiting discrimination. This shall equally apply to persons seeking membership in the SPYC.

Article XIV: INITIATIVE AND REFERENDUM

Paragraph 1. Definition of Petitions.

Initiative: The rightful action of the SPYC's voting members to initiate and adopt Bylaws and Standing Rules.

Referendum: The rightful action of the SPYC's voting members to put previously ratified decisions by the SPYC's Board of Directors before the voting membership for approval or disapproval.

Paragraph 2. General Provisions for Petitions. A petition provided for under this Article shall be sponsored by a committee of five voting members of the SPYC in good standing whose names and addresses shall appear on the petition. A petition may consist of one or more papers, but each separately circulated paper shall contain at its head, or attached thereto, the applicable information specified in Articles XIV, Paragraph 5, or Article XIV. Paragraph 6. Each signer shall be a voting member of the SPYC. Any person whose name appears on a petition may later withdraw his/her name by a written statement filed with the Secretary.

Paragraph 3. Determination of Sufficiency. The committee shall file the completed petition with the SPYC's Secretary. The required number of signers for initiative and referendum shall be at least twenty percent of the voting members in good standing. Upon receipt of the petition, the Secretary shall examine the petition as to its sufficiency and report to the sponsoring committee and the SPYC's Board of Directors within ten days. Upon receiving the report, the Board shall affirm by resolution the sufficiency of the petition.

Paragraph 4. Disposition of Insufficient Petition. If the SPYC's Board of Directors determines that the petition is insufficient, the Secretary shall deliver a copy of the petition, together with a written statement of its defects, to the sponsoring committee. The committee shall have thirty days in which to file additional signature papers and/or to correct the petition in all other particulars. Within five days of receipt of the corrected petition, the Secretary shall again report to the Board. If the Board finds that the petition is still insufficient., the Secretary shall file the petition and notify the sponsoring committee. A final finding that the petition is insufficient shall not prejudice the filing of a new petition for the same purpose, nor shall it prevent the Board from referring the subject matter of the petition to the voting members at the next regular general membership meeting upon giving 30-day notice.

Paragraph 5. Initiative. Any Bylaw or Standing Rule or a change thereto may be proposed by a petition, which shall state at the head of each page or attached thereto the exact wording of the

proposed Bylaw/Standing Rule. If the Board ~~falls~~ **fails** to pass the Bylaw/Standing Rule in a form acceptable to the majority of the sponsoring committee within thirty days after the final determination of sufficiency of the petition, the Bylaw/Standing Rule as originally proposed shall be placed on the ballot at the next general meeting following 30-day advance notice to the voting membership. If a majority of voting members in good standing vote in its favor, it shall become effective immediately, unless the Bylaw or Standing Rule specifies a later effective date.

Paragraph 6. Referendum. A Bylaw/Standing Rule may be subjected to referendum by a petition, which shall state at the head of each page, or attached thereto, the exact wording of the measure to be considered by the regular membership. If the petition is found to be sufficient under the provisions of Article XIV, Paragraph 3, the subject matter of the petition shall be placed on the ballot at the next general meeting following 30-day advance notice to the voting membership. If a majority of the voters voting thereon favors the referendum contained in the petition, it shall remain in effect. If a majority of the voters voting thereon defeats the referendum contained in the petition, it shall be considered repealed upon certification of the election results.

Article XV: PARLIAMENTARY AUTHORITY

The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the SPYC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the SPYC may adopt.

Article XVI: AMENDMENTS TO BYLAWS

Paragraph 1. SPYC Bylaws may be amended or adopted at the Annual Meeting, any monthly meeting, or at any special meeting called for that purpose, as long as notice of such amendment and the substance thereof is given to the members in writing thirty days in advance. A quorum of twenty percent of the regular membership with a simple majority vote is required for approval of ~~an any~~ amendments. ~~Without notice, the Bylaws may be amended at any regular meeting by vote of a majority of the entire membership.~~ The members of the SPYC may adopt any Bylaws for the management of the SPYC consistent with the Articles of Incorporation and the provisions of such Bylaws thus adopted shall be as effectual as if incorporated in the Articles of Incorporation.

Paragraph 2. These Bylaws may also be amended per Article XIV: "Initiative and Referendum".

Paragraph 3. The interpretation of the Bylaws and any amendment or additions thereto shall rest with the Board of Directors.

Article XVII: REVIEW OF BYLAWS AND STANDING RULES

Paragraph 1. These Bylaws shall be reviewed at least every five years and revised if needed.

Paragraph 2. The SPYC's Standing Rules shall be reviewed every year and revised if needed.

APPENDIX A

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