



St. Paul Yacht Club

By-Laws

PREAMBLE

The St. Paul Yacht Club (SPYC) is a Minnesota nonprofit corporation, tax exempt under not-for profit organization IRS Code section - IRC 501(C)(7) whose goals are to provide marine facilities within Harriet Island Regional Park, to promote safe and affordable 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. The SPYC also supports appropriate social activities for its members and boaters, a suitable environment for its community and general enjoyment of the 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 the corporation is the St. Paul Yacht Club (hereinafter referred to as the “SPYC”).

Article II: PURPOSE

The purpose of the SPYC is as set forth in the Articles of Incorporation, as amended and restated to promote safe and affordable boating. The SPYC also supports appropriate social activities for its members and boaters.

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:

- Four elected Officers (Commodore, Vice Commodore, Treasurer, and Secretary);
- Six Directors elected at-large
- Immediate Past-Commodore

The Board shall manage all the business and affairs of the SPYC and shall have complete authority over all matters pertaining to the care, conduct, and control, of all assets, all finances, and all appropriations for the SPYC. It is the Board’s duty to carry out all business in accordance with the By-Laws, Standing Rules and Operating Procedures of the Club.

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, individual SPYC members, 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.

The Officers shall have the following duties in conformance with these By-Laws:

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 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 By-Laws.

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;
- shall perform other duties as directed by the Board of Directors or these By-Laws.

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 are taken at all General Membership and Board of Directors meetings, and are promptly prepared and kept available for membership review;
- shall assure that the agenda for the next meeting is distributed at least 48 hours prior to the regular Board meetings;
- 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;
- shall perform other duties as directed by the Board of Directors or these By-Laws.

THE TREASURER:

- shall assure that a budget for the fiscal year is developed and complied with;
- shall assist committee chairs in developing their budgets and prepare documents as requested by committee chairs;
- 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 By-Laws;

- shall give a monthly report of the SPYC' s financial condition to the membership;
- shall review the Operating Statement and Balance Sheet of the SPYC prepared by a certified outside auditor;
- shall review the full inventory of all SPYC assets annually;
- 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 By-Laws
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Paragraph 2. Officers and Directors of the SPYC will be elected at the Annual Meeting. The Annual Meeting will be held on the second Tuesday in February each year. Only voting members in good standing 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 must have served at least one full term as a member of the SPYC Board of Directors.

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 of the members to serve the unexpired portion of that Director's term.

The above Officers and Directors, may be removed from office by a two-third majority vote of all voting members in good standing. In case the Commodore is unable to serve, the Vice Commodore shall perform and be vested with all of the duties of the Commodore.

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. Any Officer or Director who absents themselves from three consecutive meetings of the Board without excuse satisfactory to the majority of the Board membership shall be deemed to have resigned and the office shall be declared vacant.

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 with Board approval. The Treasurer shall maintain a procedure defining check-signing limits and purchasing limits subject to Board approval.

Paragraph 6. At the first-Board Meeting of the newly elected Officers and Directors the following committees may be appointed by the Commodore and approved by the full Board: Social Committee, Clubhouse Committee, Finance Committee, Marketing Committee, Membership Committee, Strategic Planning Committee, Operations Committee and such other Committees as the Board or Commodore may desire to create. The Commodore may

also appoint Harbor Quartermasters and a Fleet Measurer. The Commodore will publish an organizational chart prior to the second meeting of the new Board in the SPYC newsletter.

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 of the SPYC or have fiscal interest in the SPYC. 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. Between December 31 of each year and 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. The Commodore and Treasurer shall deliver their reports to the Secretary. The report of the Commodore shall cover the activities of the SPYC during the calendar year, together with recommendations for the upcoming year for the new Board that will be elected in February at the Annual Meeting. The Secretary shall make sufficient copies of such report(s) to provide a copy of each report to each voting member of the SPYC at least ten days before the next Annual Meeting. Such copies shall be mailed or emailed with the notice of the Annual Meeting of the SPYC.

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

Paragraph 3. The Secretary shall report on all meetings of the SPYC and shall provide a current roster of all voting, life, social, honorary, and associate members

Article VI: VOTING MEMBERSHIP

Paragraph 1. Voting membership in the SPYC constitutes an indivisible, non-transferable asset. A Voting Member in good standing is defined as a Member of the SPYC who is current in his/her accounts and has received no disciplinary sanction in the previous 12 months. To retain voting membership rights the Treasurer shall determine that individuals have paid all associated membership dues for the privilege to vote prior to the next year election. 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;
4. May ask for a transfer from his/her present slip in accordance with our Standing Rules.
5. Have other privileges as outlined 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.

Paragraph 2

Life Membership may be granted to a Voting Member by decree of the Board in accordance with our Standing Rules. A Life Member shall be exempt from the payment of annual dues. Life Members shall have the same privileges as an SPYC Voting Member

Article VII: NON-VOTING MEMBERSHIP

Paragraph 1. Non-Voting Membership shall comprise the following three categories:

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 and must comply with all By-Laws, Standing Rules and all city, state and park regulations. Associate Membership in the SPYC terminates when the slip lease terminates.

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 via the newsletter or SPYC website. Social Members shall pay the same annual dues as the Associate Members and must submit a SPYC membership application to apply to the SPYC office via a SPYC application.

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-round address (e.g., voter registration, driver's license, and mailing address) and they must use their boat as their primary residence.

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

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

Article IX: GRIEVANCE

Paragraph 1. The Grievance Committee's purpose is to:

- Ensure good practices are made with regard to any member who has a complaint or feel that they have been treated unfairly;
- Support the By-Laws and Standing Rules and maintain the standards of behavior among members;
- Provide fair and consistent treatment for all members through an impartial process.

Paragraph 2. Provisions:

- The Grievance Committee is made up of three SPYC Voting Members who are not members of the Board. These members are nominated and elected at the Annual Meeting.
- Any member may be censured, suspended or expelled for a violation of the By-Laws 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.

For details on procedures pertaining to filing a grievance see Standing Rules.

Article X: ELECTION OF OFFICERS

Paragraph 1. The Nominating Committee oversees the election of officers. The Nominating Committee is comprised of two immediate past Commodores and one other Voting Member of in good standing who is elected by the Voting Members through nominations from the floor at the Annual meeting in February.

It is the Nominating Committee responsibility to-prepare a slate of candidates for the Board for elections at the SPYC 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-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 January Nomination in January. In addition, any member at the January Nomination 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 Voting

membership at least ten days prior to the Annual Meeting. All candidates for Board positions must comply with all By-Laws and Standing Rules.

Paragraph 3. At the Annual Meeting, the election of Officers and Directors at-large shall be by secret written ballot. No proxy voting is allowed and all Voting Members must be confirmed prior to ballot release as to their good standing with the SPYC and verification of Voting Members rights. 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);
2. Candidates for the six Director-at-large positions.

The six Director-at-large candidates receiving the most votes shall be declared elected. No cumulative or bullet voting shall be allowed. Voting must be by an official SPYC ballot.

Paragraph 5. Upon election of the SPYC's Officers and Directors at-large, a vote shall be taken for three non-board Voting 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 in February.

Paragraph 6. All ballots shall be kept for 30 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 elected member whose account is in arrears more than 60 days, and has not made arrangements with SPYC for a payment schedule, shall not be entitled to vote at any SPYC meeting nor continue to hold office in the SPYC. A payment schedule approved by the Marina Manager must be kept current to continue in their position.

Paragraph 8. If there are multiple nominees for any office The Presiding Officer shall appoint a Head Teller from a committee of three persons who are not candidates for office. Written secret ballots shall be collected and counted by the Teller Committee. After counting the ballots the Head Teller shall present the ballots to the Presiding Officer enclosed in an envelope with the order of results recorded on the outside of the envelope. If a candidate received a majority of votes, the Presiding Officer will announce the results of the ballot:

1. If no candidate receives a majority vote, the candidate receiving the least number of votes will be dropped out of the voting on a second ballot. Elimination of the 'low vote' candidate will continue on subsequent ballots until a candidate receives a majority of votes cast.

2. In the event of a tie for low votes received on any ballot, a new runoff ballot for that office be conducted between the candidates tied on the preceding ballot.
3. In the event of three successive tie votes for any office, the Presiding Officer shall, in open session, blindly select one of the ballots cast in order to determine the winning candidate. The teller committee will subsequently re-tally the remaining ballots and once again present the ballots enclosed in an envelope to the Presiding Officer with the order of results recorded on the outside of the envelope. At this point the Presiding Officer will announce the result of that last and final ballot between two candidates tied for any office which will be the final election result.

Article XI: MEETINGS

Paragraph 1. Meetings of the SPYC General members shall be held on the second Tuesday of January, February, April, June, and September. The Nominating Meeting shall be held on the second Tuesday of January and the Annual Meeting shall be held on the second Tuesday of February of each year. Twenty percent of the Voting Members in good standing shall constitute a quorum for the transaction of business at any meeting. Additional membership meetings may be called by the Commodore.

Paragraph 2. Special meetings of the general membership may be called upon written application of ten Voting Members in good standing. Such applications shall be submitted to the Secretary and shall state the purpose for said special meeting. No other business may be transacted at the special meeting; it is further provided that such a special meeting be called not less than one month before the next regular meeting. No special meeting may be held on Sundays or on legal holidays.

Paragraph 3. 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 in writing or by telephone or other electronic communications. At any Board meeting, six Board members shall constitute a quorum.

Members of the Board of Directors may participate in any meeting either in person or by conference call or other means of remote communication. Participating by alternative means will constitute presence in person at a meeting. It is up to the Board Member who will not be at the meeting to make arrangements for the proper communication equipment at the meeting. Electronic voting may be permitted at the discretion of the board.

Executive sessions of the Board of Directors may be called to discuss and vote on personnel matters, litigation in which the SPYC is or may become involved in or other business of a

sensitive nature. Minutes shall be recorded and kept confidential for these meetings. Executive sessions must have a quorum in person to be official.

Paragraph 4. SPYC members may attend any Board of Directors meeting. Items they want to address must be submitted to an Officer of the Board at least four days prior to the meeting to be included on the agenda. Questions to the Board may be addressed to the Board during Open Forum.

Paragraph 5. Redacted copies of Board Meetings and all official meetings shall be published in the SPYC newsletter. Complete approved minutes shall be made available at the SPYC office.

Article XII: INSURANCE

You must maintain insurance as indicated in the Standing Rules.

Article XIII: STANDING RULES AND REGULATIONS

The Board of Directors may adopt Standing Rules and regulations for the management and conduct of the affairs of the SPYC and it shall have the 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 posted on the SPYC website and copies will be available in the SPYC office. Updates to the Standing Rules may be undertaken by the Board when appropriate.

Article XIV: COMPLIANCE

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

Article XV: INITIATIVE AND REFERENDUM

Paragraph 1. Definition of Petitions.

Initiative: The rightful action of the SPYC's Voting Members to initiate and adopt By-Laws and Standing Rules.

Referendum: The rightful action of the SPYC's Voting Members to put previous decisions by the SPYC's Board of Directors before the Voting membership for approval or disapproval.

Paragraph 2. General Provisions for Petitions. All petitions provided for under this Article shall be initially sponsored by no less than five Voting Members of the SPYC in good standing whose names 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. If after a name is withdrawn there are less than the required number of signers, the petition shall be deemed insufficient.

Paragraph 3. Determination of Sufficiency. The sponsors of the petition 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 Voting Members 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 no later than the next scheduled Board Meeting.

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 Voting Members. The sponsoring Voting Members shall have 30 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 Voting Members. 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 General Membership meeting upon giving 30-day notice.

Paragraph 5. Initiative. Any By-Law 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 By-Law/Standing Rule. If the Board fails to pass the By-Law/Standing Rule in the form as proposed in the petition within 30 days after the final determination of sufficiency of the petition, the By-Law/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 By-Law or Standing Rule specifies a later effective date.

Paragraph 6. Referendum. A By-Law/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 Voting membership. If the petition is found to be sufficient under the provisions of Article XV, Paragraph 3, the subject matter of the petition shall be placed on the ballot at the next General Membership Meeting following 30-day advance notice to the Voting membership. If a majority of the votes thereon favors the referendum contained in the petition, it shall remain in effect. If a majority of the votes thereon defeats the referendum contained in the petition, it shall be considered repealed upon certification of the election results.

Article XVI: PARLIAMENTARY AUTHORITY

All meetings of the membership and of the Board and committees shall be conducted in accordance with Roberts Rules of Order, which shall also be the authority for all other procedural matters not covered by these By-Laws.

Article XVII: AMENDMENTS TO BY-LAWS

Paragraph 1. SPYC By-Laws 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 30 days in advance. A quorum of 20 percent of the Voting membership with a simple majority vote is required for approval of any amendments. The Voting Members of the SPYC may adopt any By-Laws for the management of the SPYC consistent with the Articles of Incorporation and the provisions of such By-Laws thus adopted shall be as effectual as if incorporated in the Articles of Incorporation.

Paragraph 2. These By-Laws may also be amended per Article XV: "Initiative and Referendum".

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

Article XVIII: REVIEW OF BY-LAWS AND STANDING RULES

Paragraph 1. These By-Laws shall be reviewed by the Board and ratified by the Voting membership at least every five years and revised if needed. These By-Laws may not be suspended at any other time.

Paragraph 2. The SPYC's Standing Rules shall be reviewed each year and revised if needed by the Board of Directors with authority to so take action.