

Wichita Falls Sailing Club

Constitution & Bylaws

(Amended December 2005)

ARTICLE I-ORGANIZATION

Section 1. The name of the organization will be the Wichita Falls Sailing Club.

Section II. The objectives of the club will be to encourage, promote, enlarge and popularize the sport of sailing in the Wichita Falls area with emphasis on safety and sportsmanship.

Section III. The policy of the club will be to promote these objectives through competitive, constructional, instructional and other amateur activities.

ARTICLE II-MEMBERSHIP

Section 1. There will be the following classes of membership in the club: Charter, Regular, Junior, Transient, Honorary, Life and Non-Resident. No person will be denied membership because of race, color, creed, sex or national origin.

Section II. The classes of membership will be and are hereby defined as follows:

(a) Charter members will be those individuals or families including husband, wife and unmarried children at least 18 and under 21 years of age who paid the initiation fee levied before August 31,1970. Any charter member may become inactive upon notice to the club.

(b) Regular members will be those individuals or families including husband, wife and unmarried children at least 18 and under 21 years of age who have paid the prevailing initiation fee and dues after August 31, 1970.

(c) Transient members will be limited to military personnel, students or nonresidents in the area in a transient status. This membership is limited in duration to a period of not less than ninety days and not more than one year.

(d) Honorary members will be those individuals recognized by the club as friends of the Wichita Falls Sailing Club. They will be voted into the club by a majority of the voting membership for a period of one year.

(e) Life members will be those individuals recognized by the club as rendering exceptional aid to the Wichita Falls Sailing Club and will be so rewarded with lifetime paid club dues. They will be voted into the club by a majority of the membership.

(f) Junior members will be those members below the age of eighteen years. This membership ceases when the individual reaches his eighteenth birthday.

(g) Non-Resident members shall be those individuals or families including husband, wife and unmarried children at least 18 and under 21 years of age who reside 60 miles or more outside of Wichita Falls, TX.

Section III. Admission of Members. Applications for membership in the club will be made in writing stating the name and address of the applicant and the class of membership desired. All applications for membership will be filed with the Secretary who will deliver them to the Commodore. The Commodore will then bring the prospective members' names before the next regular Board of Directors Meeting for the purpose of approving or rejecting such applicants. The names of those approved by the Board will be posted in the club bulletin and/or posted on the club bulletin board for a period of not less than two weeks. If no written objection is filed with the Secretary by any member, it will be the duty of the Commodore to declare and admit such applicant(s) as a member. In the event a written objection is filed with the Secretary, the objection will be passed on to the board, who will give the member filing same an opportunity to be heard. The Board of Directors will then determine whether or not the applicant will be admitted to membership. Any inactive charter members wishing to return to active status must meet the same requirements as that of a new regular member except for the payment of the initiation fee. All new members will be admitted for a three-month probationary period. During that time, the new members will be required to meet at least once with a "rules review" committee appointed by the Commodore.

Section IV. Voting Rights. Charter members, Regular members, Life members and Non-Resident members, provided that all such members are in good standing, will be classified as voting members and as such will be eligible to vote at all club meetings. No other class membership will have the right to vote.

Section V. Membership Extension. If a Charter, Regular or Non-Resident member is in good standing at the time of his or her death, the membership will survive the death of the member and will be transferred to the spouse of the deceased member, provided yearly dues are paid by said spouse.

Section VI. Club privileges. Boat storage facilities will be afforded to all Charter, Life, Regular and Junior members at the prevailing fee charged by the club. Transient members will be provided these privileges on a space-available basis only.

Section VII. Family Privileges. The following are entitled to the use of the club facilities as members and to sponsor guests: All classes of membership, his or her spouse, and his or her unmarried sons and daughters under 18 years of age.

Section VIII. Guest Privileges. Each member will be responsible for the conduct and indebtedness of all guests admitted to the club property at the request of such member. The Board of Directors will prescribe such rules as it deems appropriate, restricting the use of the club by guests, and which will reflect the club policy limiting and discouraging:

- (1) Frequent or regular use of the club by nonresidents as guests of members except in connection with boating activities, and
- (2) The use of the club by guests of the club members in the absence of their member hosts.

Section IX. Abandoned Boats. (Amended Dec 2005) A boat (with or without trailer) of a person who is no longer a dues paying member ("Defaulted Member") and which has remained unattended on the Club premises for six (6) months shall be deemed legally abandoned ("Abandoned Boat and/or Trailer".) One month after written notice sent by the Commodore to the last known address of the Defaulted Member, if the Abandoned Boat and/or Trailer is not removed from the Club premises, it shall be deemed forfeited to the Club ("Forfeited Boat and/or Trailer") and shall be subject to possession and/or disposal at the sole discretion of the Board of Directors. Notice may be sent by certified mail, facsimile transmission or express delivery and shall be deemed effective upon posting or delivery to the carrier. Each owner of a Forfeited Boat and/or Trailer shall be obligated on demand to execute and deliver to the Club a proper transfer of title and /or license to the Forfeited Boat and/or Trailer. A true copy of the Notice of Abandoned Boat and/or Trailer and proof of sending shall be conclusive evidence of the right of the Club to acquire title to the Abandoned Boat and/or Trailer.

ARTICLE III - MEMBERSHIP FEES AND DUES

Section I. All membership applications must be accompanied by the appropriate initiation fee and three (3) months dues in advance in order to be considered for membership.

Section II. Initiation Fees. (Revised July 1, 1993)

- (a) The initiation fee of a Regular member will be \$100.00. The initiation fee of a Transient member will be one-half the Regular member initiation fee.
- (b) No initiation fee will be required for Honorary, Life, Junior, or Non-Resident members.

Section III. Membership Dues. (Revised July 1, 1993)

- (a) Honorary and Life members will not pay dues.
- (b) Charter, Regular, and Transient members will pay \$360 annual dues. Ninety dollars may be paid quarterly, due by the end of the first month of each quarter, or the full amount may be paid in full no later than June 30 of each year.
- (c) Junior members will pay \$60 annual dues, which must be paid no later than June 30 of each year.
- (d) Non-Resident members shall pay one-half of the scheduled dues for Regular members.

Section IV. Board of Directors. The Board of Directors will have the full power and authority to change and revise the foregoing schedule of fees and dues, and to fix fees applicable to each class of membership.

Section V. Special Assessments. The Board of Directors may from time to time, as it is necessary in the best interests of the operation of the club, levy upon the members special assessments for the operating funds of the club. The club membership will have the power to levy assessments in such manner and such amount upon the members as it may deem proper at any regular or special meeting of the members.

Section VI. Limiting Indebtedness. The Board of Directors will have the power to limit the indebtedness permitted to be incurred by any member of the club.

Section VII. All debts (including dues) owed to the club will be payable immediately upon receipt of the club bill. If all indebtedness is not paid by the 20th day following the day the bills are mailed, members shall be posted. If not paid within thirty (30) days thereafter, members will be suspended without further action by the Board of Directors and such members shall not be permitted to enjoy the privileges of the club. If all of said indebtedness is not paid within thirty (30) days of such suspension, the member shall be given notice by the Treasurer that their membership has been forfeited.

Section VIII. No member or former member who stands suspended or whose membership has terminated because of an indebtedness or other obligation due the club shall be permitted upon the club premises either as a visitor or a guest so long as any of the indebtedness to the club remains unpaid.

ARTICLE IV-OFFICERS

Section I. The officers of the club shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer.

Section II. The Commodore shall preside at all meetings of the club and Board of Directors, but shall not vote except in the case of a tie .

Section III. The Vice Commodore shall discharge all duties of the Commodore during his absence or inability to act, and discharge any other duties assigned by the Commodore.

Section IV. The Rear Commodore shall discharge all of the duties of the Commodore during the absence or inability of the Commodore and Vice Commodore to act. He shall be responsible for the program of each membership meeting and any other duties assigned by the Commodore.

Section V. The Secretary shall keep the corporate records of the club, the records of the proceedings of all meetings of the members and of the Board of Directors, and any other duties assigned by the Commodore.

Section VI. The Treasurer shall have custody of all monies and funds belonging to the club, keep and see that proper books and records of accounts are kept, and prepare or cause to be prepared as directed by the Board of Directors a true financial statement reflecting the assets and liabilities of the club and all receipts and disbursements, and shall perform any other duties assigned by the

Commodore.

Section VII. All officers of the club shall be elected for one year by a majority vote of ballots cast by the membership of the club. Ballots will be mailed in October to all members having voting privileges. The new officers shall assume their duties on January 1 of the following year.

Section VIII. All vacancies of officers occurring during the calendar year shall be filled by the voting membership at any regular or special meeting.

Section IX. Officers may be elected to succeeding terms.

Section X. Only those members having a Charter, Regular, or Life membership shall be eligible for an office of the club.

ARTICLE V-COMMITTEES

Section I. It shall be the duty of the Commodore to create any standing committees he deems necessary and name the Chairman of each.

ARTICLE VI-BOARD OF DIRECTORS

Section I. (a) The affairs of the club shall be conducted by the Board of Directors, consisting of the Commodore, Past Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and Harbor Master.

(b) The membership of the Board of Directors may be expanded to include a director-at-large, elected by the membership of the club, when the voting membership reaches or exceeds sixty (60) members.

Section II. The Board of Directors shall conduct, manage, and direct the business of the club and shall have control of all its properties; and shall have the power to borrow money in the name of the club necessary for the management and operation of said club and its facilities; provided, however, that the Board shall have no authority to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of any real property in which the club has any interest unless and until the Secretary, acting upon instructions from the Board, has obtained the affirmative, written comment of a majority of the entire voting membership of the club, or unless approved by a majority vote of all members present at any regular or special meeting called specifically for the purpose of considering such sale or disposition. Thirty days written notice of the special meeting shall be given to all voting members of the club. No sale or disposition of personal property belonging to the club, or in which the club has any interest of a value more than \$50, shall be made by the Board of Directors without the consent of three-fourths of the Board of Directors.

Section III. The Board of Directors shall have the power to remove any member of its committee and to expel any member of the club guilty of any violation of the By-Laws or rules of the club of any offense by a member or his affiliations rendering him undesirable as a member of the

club, whether committed on the club property or not. A copy of the charge preferred against any member shall be delivered to him at least ten (10) days before the meeting at which such charges are to be considered, giving him notice of time and place of the meeting. Any member charged with any aforementioned misconduct shall have the opportunity to be heard in his own defense at that time. In order to expel a member, a three-fourths vote of the entire Board of Directors shall be required.

Section IV. A quorum of the Board of Directors shall consist of two-thirds of its membership and a majority of those present at any duly organized meeting shall rule except as otherwise specified in these By-Laws. There shall be no vote by Proxy at the Board Meetings.

Section V. It shall be the right of the voting membership of the club to overrule any action taken by the Board of Directors. Such veto must be approved by a voting majority of the voting membership of the club.

ARTICLE VII-OWNERSHIP OF STRUCTURES ON CLUB PROPERTY

Section I. All buildings, lockers, docks, slips, or any other such structures constructed on Club property shall automatically become the property of the club.

Section II. The Board of Directors shall have the right to enter into written agreement with any member of the club to construct permanent structures on club property in exchange for exclusive rights and use of that structure by the member for a predetermined period of time.

ARTICLE VIII-MEETINGS

Section I. The club shall operate in a calendar year basis.

Section II. The club shall hold a regular annual meeting for the purpose of electing the officers and Board of Directors and for the transaction of any other business as may come before such meetings. This annual meeting is to be held on the second Thursday of November or at such time and place as the Board of Directors may designate.

Section III. Special meetings of the club may be called either by the Commodore, the Board of Directors, or upon request of five voting members of the club. A simple majority of those voting members at any duly organized meeting shall rule on such general business as may come before such meeting; except as provided for otherwise in these By-Laws.

Section IV. Meetings scheduled for the purpose of education, training and social recreation of the members will not constitute an official meeting of the club and no business shall be transacted at such time.

ARTICLE IX-AMENDMENTS

Section 1. These By-Laws may be amended and/ or altered in whole or in part by a two-thirds vote of members provided that the voting membership of the club has been notified at least twenty-five days in advance as to the proposed amendments.

ARTICLE X-VOTE BY PROXY

Section 1. Proxies specifying the question for which said proxy was given and the vote to be made thereon and written ballots for the election of officers may be presented and counted at any regular or special meeting, or at any Board of Directors meeting, provided same are in writing and are signed by a voting member.