

## RBVC CONSTITUTION

### ARTICLE I NAME

The name of this club shall be Redondo Beach Yacht Club (here after called The Club). The Club is a not-for-profit, mutual benefit corporation. It shall operate as a Social Organization as formed under the Non-Profit Mutual Benefit Law of the State of California.

### ARTICLE II PURPOSE & OBJECTIVE

The purpose of The Club is to encourage the sport of yachting. The objective is to promote the art and science of seamanship and navigation and to promote clean sportsmanship, good citizenship, and good health among the youth and adult members by stimulating an interest in the construction, care, sailing and navigation of yachts.

### ARTICLE III OFFICERS

1. The Officers of The Club shall be: Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, and Junior Staff Commodore. The Commodore, Vice Commodore and Rear Commodore shall be the Flag Officers.
2. The Commodore shall be the Chief Executive Officer of The Club. The Commodore shall preside at the meetings of The Club and the Board of Directors.
3. The Vice Commodore shall be the second officer in charge. In the absence of the Commodore, the Vice Commodore shall perform the duties of the Commodore.
4. The Rear Commodore shall be the third officer in charge. In the absence of the Commodore and the Vice Commodore, the Rear Commodore shall perform the duties of Commodore.
5. The Secretary shall be responsible for the maintenance of a true record of the proceedings of The Club and Board of Directors in a book for that purpose, to be kept available for examination upon request. The Secretary shall maintain the original Constitution and Bylaws of The Club.
6. The Treasurer shall be responsible for the maintenance of a true record of the income and expenses of the Club and to pay all bills and invoices approved for payment by the Board of Directors.
7. The Junior Staff Commodore shall be responsible to the Commodore and the Board of Directors as a resource person to maintain continuity of leadership.

### ARTICLE IV BOARD OF DIRECTORS

1. The Board of Directors shall consist of the six (6) Officers and six (6) Directors-at-large duly elected by the General Membership.
2. The Board of Directors shall be the governing body of The Club and exercise control over all officers and committees, and manage the affairs and funds of The Club.
3. The Board of Directors, except as otherwise provided in the Bylaws or Articles, my authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of The Club. Unless so authorized by the Board of Directors, no officer, agent or employee shall have the power or authority to bind The Club to any contract or engagement, or to pledge its credit.
  - a. No Officer, Director, or Member shall be personally liable for the debts, liabilities, actions, errors, omissions or obligations of The Club or its members acting in the name of The Club.

4. All disbursements must be authorized by the Board of Directors. Withdrawal of funds must be signed by any two of the following officers: Commodore, Vice Commodore, Rear Commodore, and Treasurer.
5. The Board of Directors shall appoint such standing committees as may be necessary to maintain the proper functions of The Club and empower them in a manner consistent with the constitution and Bylaws of The Club.
  - a. The Chairperson of each committee shall report and be responsible to a Flag Officer to be designated by the Board of Directors. The Flag Officer shall appoint the Chairperson.
  - b. Each committee appointed by the Board of Directors shall submit to the Board of Directors, for approval, an annual budget of expenditures. Before such budget is approved, no expenditures by that committee shall be made without prior approval of the Board of Directors. When the amount in the approved budget has been expended, no further expenditures shall be made until a revised budget has been submitted to and approved by the Board of Directors.
  - c. Chairpersons and members of such committees shall continue to serve until such time as the Board of Directors shall designate new chairpersons and members. The chairpersons and members of a committee shall serve a term concurrent with the Board of Directors in office.

#### ARTICLE V MEMBERSHIP

1. Any person of good moral character, interested in yachting, shall be eligible for membership.
2. The prospective member shall submit an Application for Membership to the Membership Chairman.
  - a. The application shall bear the recommendation of at least three (3) members of the Club in good standing.
  - b. The initiation fee and such portion of the annual dues and levies as specified by the Board of Directors shall be tendered at the time of application.
3. The Application for all categories of Membership shall be accepted or denied by a majority vote of the Board of Directors.
  - a. In the event an applicant is denied membership, the initiation fee and associated dues and levies shall be refunded forthwith.
4. There shall be seven (7) classes of membership as defined in the Bylaws of The Club.

#### ARTICLE VI ELECTION OF OFFICERS & DIRECTORS

1. The Officers and Directors of The Club shall be nominated by a committee appointed for that purpose or by petition of the membership.
  - a. The Commodore shall appoint the Junior Staff Commodore as Chairman of the Nominating Committee.
  - b. The Board of Directors shall appoint two members, in good standing, to the Nominating Committee one of whom shall be a Staff Commodore.
  - c. Nomination from the membership shall be by petition signed by five (5) regular members, in good standing, and submitted to the Secretary no later than ten (10) days prior to election day.
  - d. All nominations, whether submitted by the Nominating Committee or the membership, shall be accompanied by a written acceptance of the nomination by the nominee.
2. The election of Officers and Directors shall be held annually at a meeting of the General Membership.
3. Sealed ballots may be cast by mail prior to the day of election or at the time of election by each member who is eligible to vote.

4. The Secretary shall be the Chief Election Officer and shall certify the nominations and vote count for all offices.

#### ARTICLE VII MEETINGS

1. The Board of Directors shall meet at least once a month for the conduct of business.
2. The General Membership shall meet at least four (4) times a year for the conduct of business.
3. Robert's Rules of Order, except as modified by the Constitution and Bylaws of The Club, shall be observed at all business meetings.

#### ARTICLE VIII FEES, DUES & ASSESSMENTS

1. The Board of Directors shall establish the initiation fee and annual dues, and levy such assessments as deemed necessary, to operate The Club and maintain solvency.

#### ARTICLE IX POWER OF VOTE & PROPERTY RIGHTS

1. Each Regular Member and Staff Commodore, in good standing, shall be entitled to one vote.
2. Each Regular Member and Staff Commodore, in good standing, shall have full right to the property, interests, and privileges of The Club.
3. Each Associate Member shall have all of the rights of the Regular Member except the rights to property and interests. The right to vote will be granted only as specified in the Bylaws.
4. All classes of membership shall have the right to: fly the club burgee, enter and use the club property, and participate in any race or event sponsored by The Club.
5. A membership, its rights and privileges, shall not be transferred by gift, sale, devise, or otherwise to another person.

#### ARTICLE X TERMINATION OF MEMBERSHIP

1. Membership in The Club shall terminate upon the acceptance of a written resignation or by virtue of disciplinary action of the Board of Directors.

#### ARTICLE XI DISSOLUTION

1. In the event of dissolution of The Club, the funds and assets of The Club shall be distributed as follows:
  - a. All outstanding liens and bills authorized for payment by the Board of Directors shall be paid by the Treasurer.
  - b. All remaining funds and assets shall pass to the Southern California Yachting Association for use toward the United States Olympic Yachting programs.
2. In no event shall any funds or assets accrue to any officer, member, or former member of The Club or its predecessor organizations.

ARTICLE XII  
AMENDMENTS

1. This Constitution may be amended by a two-thirds (2/3) majority vote at any meeting of the regular membership attended by a majority of the members.
2. An amendment may be proposed by the Board of Directors or by five (5) regular members and submitted to the Commodore or a member of the Board of Directors.
3. The proposed amendment shall have been presented to the regular membership at the previous meeting; or
4. The proposed amendment shall have been submitted in writing to the regular membership, by first class mail, at least ten (10) days prior to the meeting at which it is to be voted upon.
5. The Board of Directors shall have the right to clarify or rephrase any amendment without changing the intent or purpose of the amendment before it is presented to the membership for a vote.

**Redondo beach yacht club bylaws**

ARTICLE I  
NAME

1. The Redondo Beach Yacht Club shall be hereafter called The Club.

ARTICLE II  
PURPOSE

1. The purpose of these Bylaws are:
  - a. To provide the detailed duties and obligations of the officers, directors and members of this club; and
  - b. To establish the rules and guidelines for the conduct of business.

ARTICLE III  
OFFICERS

1. The Commodore shall sign and execute all written contracts, conveyances and obligations of The Club. The Commodore shall act as member ex-officio of all committees and perform such other duties as pertain to the office or as The Club or Board of Directors may prescribe.
2. The Vice Commodore shall appoint chairpersons to the ongoing external activities committees and be member ex-officio of all committees.
3. The Rear Commodore shall appoint committee chairpersons to the ongoing internal activities committees and be member ex-officio of all such committees.
4. The Secretary shall:
  - a. Prepare a copy of the minutes of all meetings of the General Membership and the Board of Directors and mail them to each member of the Board of Directors ten (10) days prior to the next regular meeting of the Board; and
  - b. Prepare the agenda for the next regular meeting of the Board of Directors and shall mail the agenda with the copy of the minutes of the previous meeting(s); and
  - c. Receive and distribute all correspondence, as appropriate, and respond to all general correspondence, except as specifically instructed by a vote of the Board of Directors.
  - d. Prepare and maintain the Standing Orders as enacted by the Board of Directors; and
  - e. Act as Chief Election Officer of the Club.

5. The Treasurer shall:
  - a. Maintain a proper account of the income and expenses of the Club and submit a monthly financial statement to the Board of Directors subject to audit; and
  - b. Maintain all funds of The Club in an account or accounts with a recognized banking institution for the purpose of deposit and disbursement; and
  - c. File all such reports as required by the appropriate City, State and Federal authorities having jurisdiction; and
  - d. Submit an annual report showing income from all sources and the profit or (loss) for the fiscal year; and
  - e. Request that the Officers and Directors appoint a committee to review the financial records of The Club. The Officers and Directors may, at their discretion, also engage a Certified Public Accountant to conduct an examination of the financial records of The Club.
  - f. Appoint and chair a Finance Committee for the purpose of protecting the fiscal integrity of The Club and assisting in the preparation of the annual budget; and
  - g. The Treasurer shall have the authority to reject any request for purchases for The Club which have (1) not been budgeted and (2) do not have the prior approval of the Board of Directors.
6. The Junior Staff Commodore shall be the immediate Past Commodore and shall assist the Commodore in representing The Club at boating interest and governmental bodies to promote the best interest of The Club.
7. Regular attendance at all scheduled business meetings, and such special meetings as they may be called, is required of all officers. Failure to attend three (3) consecutive regularly scheduled meetings without cause shall be considered to be tacit resignation and the seat will be declared vacant.
8. During the absence or inability of any officer to perform the duties of office for more than sixty (60) days, the Board of Directors shall appoint a temporary or permanent replacement for the unexpired term of office. The Junior Staff Commodore shall be replaced by a Staff Commodore only.

#### ARTICLE IV BOARD OF DIRECTORS

1. Each Director shall hold office concurrently with the Flag Officers for one (1) year or until a successor shall have been elected and qualified.
2. The Board of Directors shall meet at least once each month on the last Wednesday of the month unless that day falls on a national holiday. A special meeting, for a specific purpose, may be called by the Commodore, or at written request to the Commodore, or four or more Directors with at least forty-eight (48) hours advance notice.
3. A majority of the number of Directors currently holding office shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present and voting is the act of the Board.
4. A meeting at which a quorum is initially present may continue to transact business withstanding the withdrawal of a member or members of the Board so long as the vote taken represents a majority of the initial quorum.
5. A meeting at which a quorum is not present shall have the power of advice and consent only with all decisions held in abeyance until the next meeting of the Board at which a quorum is present.
6. At no time shall the Board of Directors nor their assigns, in the name of The Club, borrow money nor contract for any debt or obligation and not incur any expense in excess of \$50 that is not included in the approved budget.
7. All questions affecting the election of officers, directors, or members, or the eligibility and conduct of members of The Club shall be referred to and determined by the Board of Directors.
8. An Associate Member shall be eligible for election to the Board of Directors as a Director-at-large and shall have the right to vote at all business meetings during the term of office.

9. Regular attendance at all regularly scheduled business meetings and such special meetings as they may be called is required. Failure to attend three (3) consecutive regularly scheduled meetings without cause shall be considered to be a tacit resignation and the seat will be declared vacant.
10. An absence shall be considered to be with cause for business, illness, or personal reasons if prior notification is given to a member of the Board of Directors who shall be in attendance at the meeting that is missed. An emergency situation shall negate the prior notification requirement.
11. Appeals of any decision of the Board of Directors may be taken to the General Membership. Such appeal shall be in writing and must be submitted to the Secretary at least ten (10) days prior to the meeting at which the appeal will be heard. The Board of Directors shall submit the appeal at the next regularly scheduled meeting of the General Membership. The appeal shall be decided by a majority vote of the member present at the meeting providing a majority of the voting membership is represented.
12. In the event of a vacancy in the office of Director, the seat shall be filled from the list of candidates for that office from the most previous election by the member next eligible in line based on the vote count. If there be no such member, the Board of Directors shall appoint a member to fill the vacancy at the next regular meeting or special meeting of the Board of Directors.

## ARTICLE V MEMBERSHIP

1. The nine (9) classes of membership shall consist of: Provisional, Regular, Associate, Staff Commodore, Sustaining, Junior, Voluntarily Suspended, Honorary, and Special.
2. A Provisional Member shall be a person whose application for membership has been screened by the Membership Committee and has been accepted by the Board of Directors and final action by vote of the majority of the Board of Directors has not yet been taken. The rights of privilege are granted. No voice or vote or rights of interest are granted. A Provisional member shall pay such dues and levies as specified by the Board in a manner set forth by the Board.
3. A Regular Member shall be a person who has been accepted for membership in accordance with Article V of the Constitution. All rights of voice and vote and all rights of interest and privilege are granted.
4. An Associates Member shall be a spouse or minor child of Regular Member. All rights of voice and all rights of privilege are granted. The rights of interest and the right to vote (except as an elected Director) are not granted.
5. A Staff Commodore Member shall be a Regular Member who has served at least one (1) year as Commodore and at least one (1) year as Junior Staff Commodore. All rights and privileges are granted.
6. A sustaining Member shall be a Regular Member whose primary residence is located beyond a ninety (90) mile radius of the Clubhouse located in Redondo Beach, California. All rights and privileges are retained. This category of membership is primarily intended to accommodate Regular Members who are cruising and wish to maintain their interests in The Club, and who will not be using the facilities of The Club, and therefore, qualify for a reduced membership fee. Subject to the approval of the Board of Directors, a member who qualifies for sustaining membership may pay in advance, for more than one (1) year, in order to cover the years they might be cruising.
7. A Junior Member shall be a person between the ages of twelve (12) and twenty one (21) years who has been duly elected to membership in accordance with Article V of the Constitution, except Section 2.a, that is modified with:
  - a. The application for Junior Membership shall be accompanied by an agreement signed by the sponsor to assume any and all financial liability and obligation incurred by the Junior Member. Continuing membership shall be contingent upon the continuing membership of the sponsor. In the event of the sponsor's termination of membership, the Junior

Member's membership shall also terminate, except that a suitable substitute sponsor may be acceptable.

- b. The right to vote and the right to interests are not granted. The right to voice and the right to privilege are granted, except that immediate members of the Junior Member's family may be a guest of Junior Member only once in a calendar year.
8. An Honorary Member shall be a person who merits official recognition and identification to The Club at the appointment of the Board of Directors for the period that the board holds office.
9. A Voluntary Suspension is a Regular Member in good standing who may petition the Board of Directors to accept his/her voluntary suspension from active membership. If accepted, all rights and privileges of membership are suspended for a period not to exceed twelve (12) months. In addition, all dues are suspended until such time that the member petitions for reinstatement. For reinstatement from Voluntary Suspension to Regular membership status, the Voluntary Suspended Member must petition the Board of Directors in writing. If the petition is accepted, the Board of Directors shall waive the initiation fee. All other dues, fees, and/or assessments are due at the time of reinstatement.
10. Membership in The Club shall be for one (1) year from January 1 to December 31. Honorary and Sustaining membership may be for more than one (1) year subject to the approval of a majority vote of the Board of Directors.
11. Full Regular Member status shall be granted to an Associate member in the event of the death of the Regular Member or Staff Commodore.
12. An Associate Member, whose status changes due to divorce or maturity, will be eligible for Regular Member status upon request to the Board of Directors.
13. Associate Membership privileges may be extended to a member of the Regular Member's household who is not a spouse or minor child within the meaning of number 4 above. The privilege is granted automatically, but only upon request in writing from the Regular Member. It is the Regular Member's responsibility to inform the Membership Committee when the person to whom Associate Membership has been extended is no longer a member of the Regular Member's household.
14. Honorary Membership must be recommended by the Membership Committee and require a majority vote of the board of Directors for the award of the class of membership.
15. All membership issues will be resolved by the Membership Committee and presented to the Board of Directors for a vote. The Membership Committee may make a recommendation to the Board of Directors concerning the membership issue, but this recommendation is not binding on the Board. Any Director or Staff Commodore who are serving on the Board and part of the Membership Committee must abstain from voting on membership issues.
16. The Officers and Board of Directors may, from time to time, offer Special classes of membership which, in their minds, will benefit The Club.

## ARTICLE VI ELECTION OF OFFICERS & DIRECTORS

1. The Nominating Committee appointed in accordance with Article VI of the Constitution shall present a slate of candidates to the Board of Directors at the Board meeting prior to the General Meeting at which elections will be held.
2. Nominations from the General Membership will be accepted by the Secretary provided that such nomination is signed by five (5) regular members and received by the Secretary for presentation at the Board meeting prior to the General Meeting at which elections will be held.
3. At least ten (10) days prior to election day, the Secretary shall mail a ballot listing all of the nominees to each voting member in good standing and shall include the voting instructions.
4. On the day of election, the Secretary, as the Chief Election Officer, shall appoint two (2) election officers to count the ballots. The Chief Election Officer shall verify the count and announce the results. In the event of a tie vote, the Chief Election Officer shall call for a new ballot for the undecided office.

5. An Officer Candidate shall be duly elected to office by a simple majority (50% + 1) of the votes cast for that office.
6. The candidates for the office of Director-at-large shall be ranked according to the number of votes, received. If there are more than six (6) candidates on the ballot for the office of Director-at-large, the first six (6) ranked candidates shall be elected to office. The Chief Election Officer shall retain the list of candidates by ranking for one (1) year.
7. The Chief Election Officer shall certify the results of the election and submit the names of the Officers and Directors-at-large who have been duly elected to the next meeting of the Board of Directors.
8. The newly elected Officers and Directors-at-large shall take office at the Change of Watch or January 1, whichever occurs first, and shall serve for a term of one (1) year or until a successor is duly elected and certified.

## ARTICLE VII MEETINGS

1. A meeting of the General Membership shall be called during the first two (2) weeks in November for the purpose of electing Officers and Directors-at-large for the following year.
2. The Annual Meeting of The Club, at which the Change of Watch shall occur, shall be called prior to the Third Saturday in January. The outgoing Board of Directors shall present a report of the activities during their term and a statement of financial status to date.
3. All meetings of the General Membership shall include, but not be limited to, any business that requires the attention or approval of the General Membership.
4. A special meeting of the General Membership may be called at the discretion of the Commodore; at the request of a majority of the Board of Directors; or, by written request to the Commodore that is signed by one tenth (1/10) of the membership of The Club.
5. A written notice of the regular meetings shall be mailed to the membership at least ten (10) days prior to the day of the meeting. Notice of a special meeting shall be given at least two (2) days in advance by mail, if possible, or by personal contact.

## ARTICLE VIII FEES, DUES & ASSESSMENTS

1. The Board of Directors shall set the annual dues at a rate sufficient to fund the budget for a period of one (1) fiscal year. The fiscal year shall commence on January 1 and end the following December 31.
2. The Board of Directors may make one-time assessments to meet an obligation or contingency not covered by the annual budget.
3. The payment of dues and assessments shall be made at an interval to be determined by the Board of Directors, e.g., annually, quarterly. All such payments are immediately due and payable and shall be considered delinquent thirty (30) days after the due date. A delinquent member is subject to the suspension of all rights and privileges of membership.
4. The Board of Directors shall establish an initiation fee to be paid by all newly accepted Regular Members.
  - a. The initiation fee will be waived for a former Associate Member who has requested Regular Member status when the request is made within the membership year that the change in status occurred.
5. The initiation fees and special assessments shall not be used to fund the annual budget.
6. Regular Members paying on time, have the responsibility of paying their dues on the first. It is not the Club's responsibility to mail out a statement.
7. Annual dues are due and payable on the 1<sup>st</sup> of January and are delinquent on the 15<sup>th</sup> of January. Delinquent members will be notified of their delinquent status on the 15<sup>th</sup> by registered mail. Members in delinquency have five (5) days to cure the delinquency. Members not responding by

the stated time will be dropped as Regular Members if The Club has not authorized and approved a grace period.

8. Monthly dues are due and payable on the first of each month and delinquent after thirty (30) days. Members in delinquent status will be notified of their delinquency in their monthly statement after thirty (30) days, sixty (60) days, or ninety (90) days as appropriate. In the event that there has been no contact by the delinquent member during the delinquency period (90 days), and no monies have been received for the dues or assessments in arrears, the membership of the delinquent member will be vacated by a majority of the Board of Directors. The member will be dropped from the roll as a Regular Member. This action will be communicated to the delinquent member by registered mail.

## ARTICLE IX DISCIPLINE

1. The Board of Directors has the right to discipline any member whose actions and conduct are detrimental to the goals and objectives of The Club or compromise the Corinthian Spirit of the yachting community. The disciplinary action can be by a direct act of the Board of Directors or by the act of an ad hoc committee appointed for that purpose.
2. The least action of a disciplinary hearing shall be a reprimand. The greatest action of a disciplinary hearing shall be expulsion from The Club.
3. The following procedure shall be followed in carrying out an expulsion.
  - a. A notice shall be sent by mail, prepaid first class or registered mail, to the most recent address of the member as shown on The Club's records, setting forth the expulsion and the reason therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  - b. The member being expelled shall be given an opportunity to be heard, either orally or in writing at a hearing to be held no fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special Member Expulsion Committee composed of not fewer than three (3) Directors appointed by the Commodore. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing for his proposed expulsion.
  - c. Following the hearing, the Expulsion Committee shall decide by unanimous vote whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee is final.
  - d. Any person expelled from The Club shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period for which the dues and assessments were paid.
4. Officers and Directors may be removed from their positions by a three fourths (3/4) majority vote of a quorum of the Board of Directors and a subsequent majority vote of the General Membership at a special meeting called for the purpose of reviewing the action of the Board of Directors. Written notice must be mailed to the Officer or Director involved, and to all members, of such pending action at least ten (10) days prior to such meeting.
5. No resolution adopted by the Board of Directors affecting the relationship between a member, officer or director and the Club shall be reviewed or rescinded at a subsequent meeting unless each member of the Board of Directors is notified, in writing and at least ten (10) days prior to the meeting, that such previous action will be brought up for reconsideration.

ARTICLE X  
PROPERTY & ASSETS

1. The property and/or the assets of The Club may not be used, assigned or delegated in any manner or for any purpose without the prior approval of the Board of Directors or their specified agent.

ARTICLE XI  
AMENDMENTS

1. These Bylaws may be amended by a majority (50% + 1) vote at any meeting of the regular membership attended by a majority of the members.
2. An amendment may be proposed by the Board of Directors or by five (5) Regular Members and submitted to the Commodore or a member of the Board of Directors.
3. The proposed amendment shall have been presented to the regular membership at the previous meeting; or
4. The proposed amendment shall have been submitted in writing to the regular membership, by first class mail, at least ten (10) days prior to the meeting at which it is to be voted upon.
5. The Board of Directors shall have the right to clarify or rephrase any amendment without changing the intent or purpose of the amendment before it is presented to the membership for a vote.