

# KONOCTI BAY SAILING CLUB BY-LAWS

Adopted 01/28/1989  
Amended 09/17/1994  
Amended 10/04/2003  
Amended 10/14/2006  
Amended 02/05/2011  
Amended 11/01/2014

## ARTICLE I            NAME

This Club shall be known as KONOCTI BAY SAILING CLUB, Inc..

## ARTICLE II            PURPOSE

This Club is organized to promote, maintain, foster and encourage sailing and sailing activities, which shall include youth sailing, cruising, overnight stays, racing and sponsoring other events.

## ARTICLE III            MEETINGS

1. General meetings of the Club shall be called by the Board of Directors two times a year. General meetings may be called more often if deemed necessary by the Board of Directors. A notice of the general meeting shall be e-mailed at least fifteen (15) days in advance to each member.
2. Special meetings may be called by the Commodore at any time. A notice of the special meeting shall be e-mailed fifteen (15) days in advance to each member. Notices of such special meetings shall state the objective for which the meeting is called, and only business pertaining thereto shall be transacted at the special meeting.
3. The Board of Directors shall meet monthly except for the month of December. A schedule of meetings shall be established and published to the general membership via the Calendar of Events at kbsail.com.
4. Twenty percent (20 %) of the total membership in good standing shall constitute a quorum for the transaction of business at any general or special meeting of the Club. A majority of those present may decide any matter brought before the meeting.
5. The proceedings of this Club shall be governed by Roberts Rules of Order.

## ARTICLE IV            OFFICERS AND DIRECTORS

1. All incoming officers and directors shall attend the Board meeting which follows their election and assume office at that meeting at the end of the Old Business portion of the agenda.
2. The following officers shall be elected:

COMMODORE  
VICE-COMMODORE  
SECRETARY  
TREASURER

The following directors shall be elected:

DIRECTOR – REAR COMMODORE  
DIRECTOR – MEMBERSHIP CHAIRPERSON  
DIRECTOR – SOCIAL CHAIRPERSON  
DIRECTOR – AT LARGE

The Board of Directors shall consist of all elected officers, the immediate past Commodore and four (4) directors elected from the membership. Any five shall constitute a quorum for the transaction of the business of the Board. The Board shall handle the regular business of the organization.

3. In the event of the resignation or removal of an officer or Board member, or if he/she ceases to be a member of the Club or is absent without an excuse from three consecutive Board meetings, the Board of Directors shall appoint another Club member to fulfill the unexpired term of such Board member.

#### ARTICLE V            ELECTIONS

1. A nominating committee shall consist of one (1) Board of Directors member (exclusive of the Commodore), plus two (2) Club members from the general membership, all appointed by the Board of Directors at the July Board meeting. The committee shall present its list of nominees to the Board of Directors at the August Board meeting. At this meeting additional nominations may be presented by any member in good standing. These nominations must have the endorsement of three (3) members in addition to the nominee. The Nominating Committee's recommendations and any additional candidates meeting the above criteria will be announced to the membership through the Club newsletter at least one month before the fall general meeting.

2. Elections shall be held during the fall general meeting by secret or absentee ballot for any contested position. Nominations from the floor will not be accepted at the election.

#### ARTICLE VI            DUTIES OF OFFICERS AND DIRECTORS

1. COMMODORE: The commodore shall preside at all meetings of the Club, and enforce all the rules and regulations, and shall be the executive officer of the Club. He/she shall be responsible for calling special meetings. He/she shall appoint all committees, except the nominating committee, and shall direct and control all special committees so appointed.

2. VICE-COMMODORE: The Vice-Commodore shall perform the duties of the Commodore in the latter's absence and shall be the Commodore's Chief of Staff and shall assist the Commodore while in meetings. In the absence of the Commodore, the Vice-Commodore shall perform all the duties and have all the rights, privileges and immunities of that office. He/she shall schedule, plan, and conduct the Club's racing program for the entire season. This includes committee boat operations and maintenance and race scoring and publication of results. He/she shall have the power to postpone a cruise or race due to hazardous conditions or for any other reason that, in his/her judgement, is in the best interest of the Club or its members.

3. SECRETARY: The Secretary shall have the custody of all the records, internal and external correspondence, and documents of the Club, and shall record the minutes of all meetings of the Club and its Board of Directors.

4. TREASURER: The Treasurer shall collect and have custody of all the funds of the Club, and shall disburse these funds under the direction and review of the Board of Directors. During the absence of either the Secretary or the Treasurer, the presiding officer shall appoint a temporary substitute. The Treasurer shall make a financial report to each regular Board and membership meeting. In addition to the receiving and disbursing Club funds, the Treasurer's duties include a yearly review and renewal of Club's insurance policies, and with the concurrence of the Club's webmaster, renewal of the Club's website hosting service. The Treasurer is also the Board's contact with financial institutions holding Club funds.

5. DIRECTOR – REAR COMMODORE: The Rear Commodore will assist the Vice Commodore in the yearly race program.

6. DIRECTOR – MEMBERSHIP CHAIRPERSON: The Membership Chairperson shall be responsible for growing and managing the Club membership. This includes developing and presenting to the Board for approval programs to promote membership and the following activities in support of current members:

- Receive applications for membership with application fee and pro-rated dues and present the candidates at the next regularly scheduled Board meeting.
- Send New Member Packets to new members. The packets shall include:
  - Welcome Letter
  - General Information Sheet (keep updated)
  - Current Club calendar
  - Current membership roster
  - Membership Card
  - KBSC logo stickers (2)
- Each year, following the annual enrollment period, produce and distribute membership cards.
- Provide the Newsletter editor with updates to the membership roster as they occur and a monthly Membership article which shall include a notice of new members and noteworthy items pertaining to current members (aside from race participation which would be covered by the Vice Commodore's submission).
- Keep a correct (current) roll of the members and their mailing addresses, and other pertinent information.
- Working in conjunction with the Treasurer, keep an account of each member's standing and report all delinquencies to the Board.

7. DIRECTOR – SOCIAL CHAIRPERSON: The Social Chairperson is responsible for the planning and execution of social events. These events include two general membership dinner meetings, after-race "potluck" cookouts following long races and social activities which are associated with the Konocti Cup.

8. DIRECTOR AT LARGE: Duties assigned as required.

9. PAST COMMODORE: The immediate Past Commodore shall assist the Commodore and Vice-Commodore in their duties, making suggestions from his/her background of experience and knowledge.

## ARTICLE VII      MEMBERSHIP

1. The membership of the Club shall consist of any honorable persons who are interested in promoting sailing and sailing activities.
2. Applications for membership must be completed by the prospective member and submitted to the Membership Chairperson. Membership begins upon Board acceptance and payment of dues.
3. Non-liability for members:
  - A. As a non-profit corporation, its members are not personally liable for debts, liabilities or obligations of the Konocti Bay Sailing Club, Inc..
  - B. Any director or officer of the organization, whether or not then in office, shall be indemnified by the organization against all liabilities, costs and expenses reasonably incurred or imposed, arising out of or in connection with any action, litigation or proceeding, in which he/she may be involved or to which he/she may be a party by his/her being or having been a director or officer of the organization. This protection is limited to the lawful conduct of his/her office and duties and does not extend to any liability or expense resulting from any unlawful act, willful misdemeanor, bad faith, gross negligence or reckless disregard of the duties and responsibilities involved in the conduct of his or her office.
4. Members are entitled to one vote per membership.
5. All members shall conduct themselves in a manner consistent with the purposes of the Club, and are expected to abide by common boating courtesies and laws.

## ARTICLE VIII      FEES AND DUES

1. The initiation fee shall be set by the Board of Directors at a regular meeting, and may be modified from time to time as conditions warrant.
2. The dues or membership fee shall be set by the Board of Directors at a regular meeting, and may be modified from time to time as conditions warrant. The dues of new members shall be prorated to the quarter of the year in which they joined. Dues are due and payable as of January 1st of each year.
3. A members whose dues shall be in arrears for one (1) month [not paid by January 31] shall not be considered in good standing and while so in arrears shall have no vote in the meetings of the Club. The Membership Chairperson shall e-mail to him/her a notice of his/her delinquency. If the dues of such member remain unpaid until the expiration of thirty (30) days from the e-mailing of such notice, his/her name may, at the discretion of the Board, be dropped from the roll of the Club and he/she shall thereupon cease to be a member of the Club. Upon the payment of all dues the Board may, at its discretion and upon such terms as it may elect, re-instate such member.

## ARTICLE IX      EXPULSION

1. For the violation of any Club rules or for inappropriate conduct, as outlined by ARTICLE VII, Section 5, a member may be expelled from the Club, by the majority vote of the Board of Directors. The following process will be used:
  - a) The Board decides if expulsion is justified.

- b) If so, the member is notified by the Secretary that the Board intends to expel him/her. The member must notify the Commodore within 30 days if he/she wants to appeal the decision.
- c) If an appeal is requested, the Commodore calls a special meeting of the Board to hear the appeal. The member and/or his representative(s) must appear.
- d) Following the hearing, or if no hearing was requested, the Board confirms its decision to expel or rescinds it.

2. Should the conduct of such offending member result in the destruction or damage of Club property, he/she shall be held liable for the repair or replacement thereof.

3. A member of the Club having been expelled or dropped from the roll for any cause shall be at once notified by the Secretary of that fact, with a statement of the reasons therefore, and he/she shall thereupon be required to surrender his/her key and forfeit his/her right to use any and all Club property and/or facilities.

#### ARTICLE X                    CLUB BURGEE AND SIGNALS

See the attached description of the official burgee of the KONOCTI BAY SAILING CLUB, Inc.

#### ARTICLE XI                    AMENDMENTS

These bylaws may be amended at any general or special meeting of this Club by a majority vote of the members present, provided that a copy of the proposed amendment, together with a notice of the meeting be e-mailed to each member at least fifteen (15) days before the first of the meetings.

#### ARTICLE XII                    DISSOLUTION OF THE CLUB

In the event of dissolution of the KONOCTI BAY SAILING CLUB, Inc., the remaining assets, after the satisfaction of all obligations of the corporation, shall be distributed to another like organization.

**BURGEE**

Konocti Bay Sailing Club  
(White on blue background)

