

BAY BOAT CLUB
BYLAWS
BAY VILLAGE, OHIO
As Amended and Approved November 5, 2016

ARTICLE I

NAME

The club is chartered by the State of Ohio as a corporation not for profit. It shall be known as the Bay Boat Club (hereinafter referred to as the BBC or the Club in these Bylaws).

ARTICLE II

PURPOSE

To encourage and promote the sport of boating, to promote wider knowledge of navigation laws, regulations and water safety, to provide a suitable launch facilities for the use of its members, to promote good fellowship between the people of Bay Village and others interested in boating, and to do all things incident hereto.

ARTICLE III

MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the BBC shall be held during the month of November at a time and place designated by the Board of Trustees (hereinafter referred to as the Board or Trustees in these Bylaws).

The Annual Meeting shall be presided over by the Commodore or, in his/her absence, by the Vice or Rear Commodore. If all are absent, the meeting shall be called to order by the Secretary or Treasurer, who will serve as chairman.

The Secretary shall keep a record of the proceedings.

Section 2. Special Meetings

Special meetings may be held at any time at the call of the Commodore, a majority of the Board, or upon request of ten (10) members. Such a request shall be made in writing or electronically delivered by email to the Secretary, signed by the members requesting such meeting and shall set forth the matters to be taken up at the meeting. The Secretary shall post a copy of such request or email same, and shall inform the Commodore or other officers authorized to act in his absence on the request. Such officers shall call a meeting at a convenient place and at a reasonable hour not less than four (4) nor more than twenty (20) days from the date of filing the request with the Secretary.

Section 3. Notice of Meetings

Written notice of Annual Meetings shall be electronically delivered by email or mailed at least fourteen (14) days before such meetings. Written notice of special meetings shall be issued at least five (5) days before such meetings. A written notice can be either electronically emailed or mailed to the last known address of members. A notice shall also be considered as having been issued if it is included in a BBC publication. Notices shall state the time and place of the meeting in question, and, in the case of special meetings, the notice shall state the purpose thereof.

Section 4. Quorum

The eligible voting members present at any Trustee Meeting, Annual Meeting, or Special Meeting shall constitute a quorum.

Section 5. Conduct of Meetings

Business shall be conducted at all meetings of the BBC according to parliamentary procedures, and the order of business so far as the character and nature of the meeting will permit shall be as follows:

1. Roll call of officers and members
2. Reading of minutes of previous meeting
3. Report of Board of Trustees
4. Report of Officers
5. Report of committees
6. Election of Trustees, if in order
7. General business

ARTICLE IV

TRUSTEES

Section 1. Powers

The corporate powers, property and affairs of the BBC except as otherwise provided by law, the Articles of Incorporation, or these Bylaws shall be exercised, conducted, and controlled by a Board of Trustees.

Section 2. Eligibility

Only members of the BBC shall be eligible to be trustees. Any trustee who ceases to be a member of the Club shall automatically cease to be a trustee.

Section 3. Nomination, Election and Term

The Board shall be composed of nine (9) elected trustees, all officers, and the immediate past Commodore. Each elected trustee shall serve a three year term, beginning January 1, following election, subject to any provision of law, the Articles of Incorporation or these Bylaws. All officers shall be members of the Board for their term in office.

The Board may elect one additional trustee to serve for a one year term if it is deemed appropriate. This trustee position shall be considered temporary and only used on an if needed basis. No more than two (2) members of the Board shall be social members as defined in Article VI of these bylaws.

A nominating committee shall be formed by the Board at the September Trustee meeting. The committee shall be comprised of the three trustees most recently elected to a three year term. No later than the October Trustee meeting, the committee shall submit to the Secretary all of the nominations for the three (3) trustees to be elected at the Annual Meeting. These names shall be posted immediately on the BBC bulletin board and shall be included in the mailed or electronically emailed notice to the members of the Annual Meeting. Additional nominations must be in writing, carry the signature of the person nominated and accompanied by the signatures of four (4) other members, and be in the hands of the Secretary no later than four (4) days before said meeting.

In addition to the above paragraph, submissions of nominations for trustee positions may be done by email to the BBC Secretary. Each submission to a trustee position must be accompanied by four emails from current Club members in support of candidate, all of which must be sent to the Secretary no less than four days before the Annual Meeting. Each email must include the name of the candidate, email address of member, and date of submission. The email will act as signature of member.

Only persons nominated as candidates shall be eligible for election as trustees. The candidates receiving the greatest number of votes shall be elected. A trustee may be re-elected.

Section 4. Removal and Vacancies

The entire Board or any individual trustee may be removed from office without assigning cause by the vote of a majority of all members present at a meeting called for such purpose with a quorum present. In case the entire Board or any one or more of the trustees are so removed, new trustees shall be elected at the same meeting for the unexpired term of the trustee or trustees so removed. Failure to elect a trustee to fill the unexpired term of a trustee so removed shall be deemed to create a vacancy in such position.

The remaining trustee or trustees may, by a vote of the majority of their number, fill any vacancy on the Board for the unexpired term.

Section 5. Meetings

The Board shall meet as needed to transact the business of the BBC or to protect its interests. Such meetings shall be called by the Commodore or, in his/her absence, by the Vice Commodore or the Rear Commodore. A meeting of the Trustees may also be called by any two of its members. Notice of such a meeting must be given to all the Trustees.

The Board must meet once a year to provide the Secretary with nominations for trustees to be voted upon at the Annual Meeting. The Commodore shall call such a meeting in time to meet this requirement.

Section 6. Committees

The Board may create such committees from among the members of the BBC as it may deem necessary to accomplish the activities of the Club. Members of such committees may be removed without assigning cause by a simple majority of the Board in any meeting at which a quorum exists.

The Trustees may create an Executive Committee with powers to carry on the operation of the BBC. The makeup and authority of such an Executive Committee shall be strictly within the province of the Board. It ordinarily would include the Commodore. When an Executive Committee exists it must report its activities to the Trustees periodically or upon demand.

Any committee appointed by the Trustees shall serve only so long as it suits the needs of the occasion which they shall indicate at the time of the appointment, reserving the right of the Board to change the length of tenure at any time without assigning cause.

A financial review person or committee shall be appointed from the membership each year in sufficient time to review the Treasurer's books and report the finding at the June meeting of the following year.

ARTICLE V

OFFICERS

Section 1. Selection and Term

The Commodore, Vice Commodore, Rear Commodore, Membership Officer, Fleet Captain, Secretary, and Treasurer of the BBC shall be selected by the Trustees from among the members of the BBC. A majority vote of the Trustees at a meeting at which there is a quorum is sufficient to elect officers.

The officers' positions may be combined if such a combination is judged by the Board to be in the best interest of the Club.

Within two weeks after the election of trustees, the Trustees shall select the officers who will take office on January 1, of the following year, and the Secretary shall cause notice of such selection.

The term of office for officers shall be one year, beginning JANUARY 1, following election, and continuing until a successor is duly elected and takes office.

Section 2. Removal and Vacancies

Any officer may be removed from office with or without cause by a two-thirds vote of the Board meeting with a quorum.

The Board may fill any vacancies in any office occurring for whatever causes.

Section 3. Officers and Their Duties

The Commodore shall command the fleet of the BBC, enforce all rules and regulations, preside at all meetings of the BBC, and shall be Chairman of the Board of Trustees. He/she, or, in his/her absence, another officer shall sign contracts and written instruments of the BBC as authorized by the Board. Depository accounts shall require one signature of either the Commodore, Secretary, or Treasurer.

The Vice Commodore shall assist the Commodore and officiate in his/her absence.

The Rear Commodore shall assist the Commodore and Vice Commodore and officiate in their absence.

The Membership Officer shall maintain all membership records, distribute and receive applications, prepare and send annual invoices, collect dues and fees, and remit same to Treasurer.

The Fleet Captain shall have charge of the actual day to day operation of the BBC under orders of the Commodore, shall assist in the conduct of meetings, and perform such other duties as the Commodore may direct.

The Treasurer shall receive monies due the BBC, deposit same in a bank selected by the Board, disburse monies of the Club only upon order of the Trustees, and keep a regular account thereof under a system approved by the Board. The Treasurer shall submit a complete report of his accounts at the Annual Meeting and at other times called for by the Trustees. His/her accounts shall be open to inspection by any trustee and he may, upon order of the Trustees, be required to give a surety bond for the honest performance of his/her duties in such amount as the Board may prescribe at BBC expense. The Treasurer shall sign checks in the absence of the Commodore as approved by the Trustees.

The Secretary shall maintain minutes and records of the BBC and of the Trustees. He/she shall conduct all official correspondence and shall countersign contracts and other written instruments of the BBC.

An emeritus officer/trustee may be selected by the Trustees because the BBC wishes to honor him/her for service to the Club. He/she has full member privileges and is not required to pay dues or assessments. In addition, the emeritus officer/trustee has voting privileges at Trustee meetings as if he/she were a regular trustee.

ARTICLE VI

MEMBERSHIP

Section 1. Eligibility

Application for membership shall be made to the Membership Officer and shall be limited to watercraft owning residents of Bay Village. Applicants must provide proof of residency and watercraft ownership. A watercraft is any vessel that may or may not require a state registration number and decal. This may include power boats of any length, sailboats of any length, inflatables, row boats, personal water crafts (jet-skis), kayaks, canoes, and sail, paddle, wind surf, kneel and surf boards (even though they may not need state registration).

The membership of the BBC shall be limited to two hundred twenty-five (225) boating members and an unlimited number of social members. All applicants must apply for membership as boating members.

Members who move from Bay Village shall be allowed to continue their membership as long as they pay dues, fees, and assessments each year.

Only members in good standing shall be permitted to renew their membership.

Membership expires on APRIL 15, of each year.

When boating membership reaches 225, the membership is closed and names of applicants shall be placed on a waiting list. Beginning JULY 1, as openings occur, applicants shall be admitted in the order in which their applications have been received. Applications for boating membership must be accompanied by a photocopy of the applicant's watercraft(s) registration. At the time of admission, the initiation fee, dues, auto and trailer license plate numbers, and boat and trailer registration or proof of purchase for non-licensed watercraft are required.

Section 2. Types of Members

Family Membership

The member of record is the person in the family who joins as a boating member. Membership privileges extend to the immediate family living in the member's residence. Each family membership is allowed one vote, and only the member of record may hold office as an officer or trustee. Upon the death of a member of record, see Section 2. "Widows/Widowers".

Boating Members

A boating member is a member who owns a watercraft. This member has privileges and voting rights as detailed above (Family Membership).

Social Members

A social member is a boating member who has changed his/her membership status to "Social"

(non-boating) at a renewal period. As a social member, he/she shall have all of the rights as a boating member, except there will be no launching privileges. A social member may upgrade to boating member status at any time paying the difference in social and boating member annual dues. Upgrading will not be subject to the waiting list requirements. Membership limits may be exceeded on a temporary basis without effect to those on the waiting list.

Widows/Widowers

Upon notification to the Board, a widow/widower of a member may assume the membership of the deceased spouse. The membership being transferred must be current (not lapsed) when transferred.

Honorary Members

An honorary member shall have full privileges, except voting rights, and shall not be required to pay dues or assessments. He /she shall be selected because the BBC wishes to honor him/her. The Mayor of Bay Village is an honorary member. Others may be chosen by the membership in meeting or by the Trustees. The roster of honorary members shall be reviewed and approved annually by the Board.

Life Members

A life member shall have full privileges, including voting rights, and shall not pay dues, fees or assessments. He/she shall be selected by the Trustees as a result of extraordinary service to the BBC. A life membership is not transferrable to family members without the approval of the Trustees.

Section 3. Dues, Fees and Assessments

The dues, initiation fee, incidental fees, and assessments shall be fixed by the Board and cannot be made retroactive or changed after annual invoices have been mailed. No later than MARCH 1, an invoice of dues payable to the Bay Boat Club shall be mailed by the Secretary to those members who do not have email as well as have electronic membership forms available on the BBC website. To assure continuity of membership, dues are payable by APRIL 15, with a grace period that will extend until APRIL 30. Dues paid between MAY 1 and MAY 30, will incur a late fee as determined by the Trustees. Any member who has not paid his/her dues by JUNE 1, shall have his/her membership deactivated and gate card cancelled. From JUNE 1 to JUNE 30, a member may be reinstated if he/she pays his/her dues as well as a reinstatement fee as determined by the Trustees. On JULY 1, a member's account shall be cancelled, and application for membership as a new member shall be required.

A member who allows his/her membership to be terminated and wishes to be reinstated is subject to the rules of Sections 1 and 3, but may appeal the requirements of said sections by stating all of the facts in writing to the Membership Officer. The appeal shall be reviewed and decided upon at the next regular meeting of the Trustees. In the event

that the Trustees approve the reinstatement, the 225 limit could be exceeded on a temporary basis.

The Board can assess each member an amount not to exceed two year's dues for special projects. Assessments cannot be made in anticipation of increased costs but can be made to cover unexpected extraordinary operating expenses.

Boating and social members are required to pay dues, fees and assessments. All membership functions shall be available online. Information and payments may be submitted electronically. E-forms shall be found at the top of the Home Page on the BBC website. All dues, fees, and assessment payments may be by cash, check, or online (Paypal), or by credit card (MasterCard, Visa, Discover, Amex). Each credit card payment shall include a small convenience processing fee. Any changes to a member's information must be made on the membership form in the year these have occurred. Members without email will receive annual dues forms through regular mail.

No adjustments in dues, fees, or assessments shall be made as a result of death or resignation of a member.

ARTICLE VII

RENTAL AND USE OF STORAGE RACKS FOR SELF-PROPELLED WATERCRAFT
Self-propelled watercraft may include kayaks, canoes, and sail, surf, paddle, kneel and wind surf boards, all of which must fit the dimensions of the storage racks available for rental at the BBC. Eight of the slots in the storage racks shall be assigned to the Sea Scouts each year.

Online registration and payment for storage of the above noted watercraft is required. New storage shall be awarded on a first come first serve basis, with one slot per membership, unless a member has rented space in the past. A member may continue to rent the same space(s) provided his/her online registration and payment are received by APRIL 15, of the following year.

The member's watercraft(s) must fit inside the dimensions of the existing racks since there will be no storage of vessel(s) on BBC grounds. A member may leave his/her watercraft(s) in the rack(s) during the off season for an additional fee. If there are open slots after the MAY 15, cut-off date for submission of membership forms, members may rent an additional slot or slots on a first come first serve basis.

The BBC assumes no liability for any loss or damage to watercraft(s) stored in the racks at the BBC, nor for any injury to any member or person renting and/or using space in said racks during the boating season and during the offseason.

ARTICLE VIII

OPERATING RULES

The operation of the Bay Boat Club shall be in compliance with the provisions of the Cahoon Will which states, in part, "No boating, bathing, games, or sports shall be permitted on Sundays".

Operating rules will be established, maintained, and published by the Board of Trustees. The Board shall cause current rules to be prominently posted and enforced.

A members may be suspended or expelled as a result of willful violation of the BBC Operating Rules or these Bylaws. This action requires the vote of two-thirds of the Board, meeting with a quorum. No adjustments in dues, fees, or assessments will result. The member shall have the right to petition the Board for reinstatement if he/she can demonstrate mitigating circumstances.

ARTICLE IX

AMENDMENTS

These Bylaws may be amended at any Annual Meeting of the BBC or at any Special Meeting called for that purpose, provided that any such amendment(s) shall have been submitted in writing to the Secretary by the Trustees, or by no less than ten (10) voting members at least twenty-one (21) days before the meeting at which it shall be voted on, and a copy or summary thereof included in the notice of such meeting.

An amendment is considered adopted if two thirds of the members present at a meeting in which a quorum exists vote such action.

(Done in Committee, May-July, 2016. Lembke, Gash, Borsos, Reichert, Miller, Borchert)