

KINGSTON COVE YACHT CLUB BYLAWS

ARTICLE I

The name of this corporation is the KINGSTON COVE YACHT CLUB of Kingston, Washington.

ARTICLE II

Purpose

Through education and exchange of information, by lending assistance to one another, by ownership or control of fixed or real assets, the Kingston Cove Yacht Club dedicates itself to the promotion of safe, proper and enjoyable boating, social activities, and to those purposes expressed in the Articles of Incorporation.

ARTICLE III

Membership

1. There shall be the following categories of membership in this club: Charter, Honorary Life, and Member. These membership classifications have Club privileges for the immediate family, including unmarried children under 21. "Club privileges" shall mean use of club property and facilities and the right to attend meetings and activities. *The total number of members shall not exceed 300 at any one time.*
 - A. **Member.** Upon payment of dues and assessments, fixed in accordance with these Bylaws, entitled to all Club privileges, including the right to vote and hold office. As a flag officer the member shall be required to be a boater as defined in **ARTICLE III**, Section 9. Each member shall have one vote.
 - B. **Honorary Life.** Any Member may be made an Honorary Life member upon meeting such terms and conditions as the Board of Trustees may from time to time establish. Also, any member in good standing for a consecutive period of thirty years, upon written application to the Board of Trustees and approval of the Board, shall become an Honorary Life member of the Club. An Honorary Life member shall be entitled to all the privileges of the Club may hold office and shall forever be exempt from the payment of dues. *No more than twelve (12) Honorary Life memberships shall be admitted in any one calendar year.*
 - C. **Charter (Life).** There were originally 40 Charter Life memberships entitled to all Club privileges, including voting rights and the right to hold office, who paid no dues. They were the originators of the Kingston Cove Yacht Club. They may assign their Charter Life

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membership as a Membership, to any immediate member of their family of the next generation, one time only, for an additional fee, established by the Board. The transfer must be approved by the Membership Committee and/or the Board of Trustees.

Note: Original Life Memberships and Associate Memberships have been discontinued. All such existing memberships are grandfathered under the original terms of type of membership as of the recorded date of these bylaws.

2. Membership in this Club shall be by application. Memberships shall be proposed by members in good standing. Appropriate applications will be provided by the Secretary. Completed applications shall be filed with the Secretary who will record and promptly forward to the Membership Committee *or* to the Board of Trustees for consideration and recommendation to the membership.
 - A. The membership shall be notified of all in the next issue of the Bosun's Pipe.
 - B. Any member in good standing may protest the acceptability of any proposed candidate for cause to the Board in writing within 10 days of publication of the proposal. When deemed necessary, the Board may require the appearance of the objector and sponsor for questioning before balloting upon the candidate.
 - C. Candidates approved by the Board will be so advised by the Secretary and invited to attend the next Club meeting. At the time of induction the new member shall be supplied with his/her membership card, a *certificate for a burgee*, name tag, a copy of these Bylaws and a roster.
 - D. Charter and Honorary Life shall be furnished permanent membership cards.
3. Resignation of a member shall be filed in writing with the Secretary, to be acted upon by the Board. Reinstatement may be effected with the approval of the Board and by payment of current dues and 50% of the current initiation fee, *at the discretion of the Board*.
4. Annual dues, initiation fees and assessments shall be proposed by the Board in one meeting and said proposal shall be published in the Bosun's Pipe. The general membership shall vote on said proposal at the next general meeting. A majority vote of members present at that meeting will effect passage. *The Board shall have discretion for incentive membership drives consistent with existing Washington State liquor license regulations (WAC 314-40-040)*.
5. Annual dues shall become payable June 1 of each year. Any member whose annual dues have not been paid by August 1 of that year shall be delinquent and so notified in writing by the Secretary. Any member still delinquent by September 1 shall be dropped from the

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rolls by action of the Board at its September meeting. It is provided, however, that the Board may withhold action in case of extenuating circumstances. The member being dropped will be notified promptly in writing by the Secretary of the action of the Board. Membership cards shall be issued annually to each registered member.

6. Assessments will be due and payable as prescribed by the Board and approved by the Membership.
7. *The Club functions by the voluntary efforts of Club members. It is expected that each member annually perform voluntary services. An honor log book of voluntary services will be available at the bar to record service hours.*
8. Any member may be removed from the membership for cause by a two-thirds vote of the Board at any Board meeting. The Board must allow the subject member the right of a hearing before the vote is cast. Conduct prejudicial to the best interests of the Club, in the judgment of the Board, will be considered as sufficient cause for removal. Written notification of such Board action shall be made by the Secretary to the membership and the former member. Appeal from the Board's decision may be made in writing within ten days after notification through the Secretary. In such case, the dropped member shall be allowed to present his appeal personally to such membership at the next regular meeting. A two-thirds majority vote of the members present may override and nullify the action of the Board. The Board may elect by a majority vote to censure any member or suspend Club privileges from any member for just cause for a specific period of time not to exceed six months.
9. A pleasure craft owner, for the purpose of holding flag office in this Club, is defined as a person who owns a pleasure craft or participates in a recognized commercial time share boat ownership program. For the purpose of this article, a pleasure craft is described as any vessel, used for pleasure that can be safely operated on the open waters of Puget Sound. Such pleasure craft owners shall be entitled to have such pleasure craft enrolled in the Club Squadron and fly the Club burgee.
10. The Yacht Club burgee remains the property of the Kingston Cove Yacht Club *for the sole use of the Club member. The burgee shall remain on the member's vessel or in their position at all times. The burgee shall be returned to the Yacht Club when membership dues or assessments are not paid or on demand of the Board.*

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ARTICLE IV

Visitors

1. *A Visitor is a nonmember attending the Club at the invitation of a member in good standing and shall sign in the Visitors Register with name, date and the name of the sponsoring member.*
2. *Visitors may remain in the Club facilities as long as the sponsoring member is present.*
3. *Any such visitor may only enjoy the privileges of the Club six (6) times in any one calendar year, or a number consistent with the existing liquor license regulations (WAC 314-40-040). The sponsoring Club member has the responsibility to enforce this limit.*
4. *Persons who are members in good standing of other reciprocating Yacht Clubs may enjoy the privileges of the Club.*
5. *All visitors shall adhere to all Club rules. Current Bar Rules shall be posted in the bar area.*

ARTICLE V

Meetings

1. The Club will have General Membership Meetings on the third Thursday of each month. The time of the meeting hour will be as recommended by the Board of Trustees and approved by the membership at a General Meeting by a majority vote of members present at that meeting. Should the third Thursday fall on a holiday, the meeting will be changed by direction of the Board. There will be no meeting in December.
2. The October meeting will be the Change of Watch and may be combined with an Awards Dinner.
3. A Special Meeting may be called by the Board of Trustees or by written request of fifteen (15) members, filed with the Secretary seven days prior to such a meeting, with due notice by the Secretary of the purposes, *sent* to all members *by e-mail or, if previously requested, by mail.*
4. Annual Meeting:
 - A. The Annual Meeting and the election of officers shall be held on the third Thursday of **September**.
 - B. Officers and Trustees for the ensuing year will be elected from the list of nominations submitted by the Nominating Committee or made from the floor at the meeting.

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- C. A quorum at any Club meeting shall consist of the voting members present, except as otherwise required by law.
- D. With any change in Club officers, a complete list of officers showing name, address and occupation of each officer shall be filed with the Washington State liquor control board (WAC 314-40-070).

ARTICLE VI

Government

1. The officers of the Club shall be a Commodore, a Vice Commodore, a Rear Commodore, a Fleet Captain, a Secretary and a Treasurer. The first four shall be Flag Officers. Flag Officers are required to be boaters (see ARTICLE III, 9) and to have maintained membership in good standing for not less than two years prior to his/her election to office. The two (2) year requirement could be waived upon general membership approval at a regular Club meeting.
2. The Trustees of this Club shall be the Officers, the immediate Past Commodore and two Trustees elected from the membership, all shall be known as the Board of Trustees, or the Board, or the Trustees.
3. Election of Officers and Trustees:
 - A. The Officers shall be elected at the September Annual meeting of the Club, for a period of one year, and shall be installed at the October meeting.
 - B. The second and third Trustees shall be elected alternate years, each to serve for a two year period.
 - C. After the presentation of nominees by the Nominating Committee, nominations may be made from the floor. If more than one name is presented for an office, election will be by written ballot.
4. Duties of Officer:
 - A. The Commodore shall be the chief executive officer of the Corporation and shall preside at all meeting of the Trustees. The Commodore shall have general and active management of the organization, and shall see that all orders or resolutions of the Trustees are carried out. The Commodore shall appoint a Quartermaster, who shall be the custodian of the personal property and equipment of the Club, keeping a current inventory of such, and a record of its location. With the approval of the Trustees, the Commodore shall appoint the Chairpersons and members of the Standing and Special Committees, and will be an ex-officio

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member of each.

- B. The Vice Commodore shall assist the Commodore in the discharge of the Commodore's duties, and in the event of the Commodore's absence or disability shall officiate in the Commodore's stead. The Vice Commodore shall be responsible for the real property and building.
- C. The Rear Commodore shall assist the Commodore and the Vice Commodore and, in the absence of the Vice Commodore, shall assume the Vice Commodore duties. The Rear Commodore shall chair the Bar Committee, oversee its operation and make the Bar reports to the Board.
- D. The Fleet Captain shall maintain an enrollment log of ownership of all vessels in the Club also known as the Club Squadron. The Fleet Captain shall organize all club boating activities, *and* have authority to establish a Cruise Committee. The Fleet Captain shall manage as a subsidiary of the Club, maintaining a separate checking account with a system of bookkeeping that is approved by the Treasurer and the Board. The Fleet Captain shall be authorized to make such expenditures of fleet funds as are necessary for the entertainment of the Club members. The Fleet Captain shall present a written report annually of fleet fund activities to the Treasurer and the Board. This report shall be presented to the membership.
- E. The Secretary shall keep a record of all Club proceedings and those of the Board of Trustees, and keep a roster of the members. The Secretary is also to turn over any funds collected to the Treasurer, take care of necessary correspondence, and have charge of all corporation records. The Secretary shall also act as Secretary of the Board of Trustees and shall perform all other duties called for in these Bylaws. The Secretary may serve as chairperson of the Membership Committee and shall be responsible for sending out membership cards. The Secretary will be exempt from payment of dues while discharging the duties of this office.
- F. The Treasurer shall be the custodian of all the corporate funds, have oversight responsibility for the Fleet Fund and the Bar Fund, keep a complete and accurate record of all transactions, send out annual statements, file tax reports, collect dues, disburse funds as ordered by the Trustees and membership, as required. The Treasurer shall be exempt from payment of dues while discharging the duties of this office.

5. Duties of the *Board of* Trustees:

- A. The affairs of this corporation shall be managed by a Board of Trustees

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as herein before provided. In addition to the powers and authorities of these Bylaws and the Agreement of the Association expressly conferred upon it, the Board of Trustees may exercise such powers of the Corporation, and do all such lawful acts and things that are not by statute or by these Bylaws directed or required to be exercised or done by the Officers or members.

- B. The Board of Trustees shall fill any vacancy of any office occurring for any reason, such appointment to run for the remainder of the current year.
- C. The Board of Trustees shall establish an annual budget for approval of the simple majority of members at a regular Club monthly meeting. The Board of Trustees shall approve all bills incurred by the Club beyond the budget before payment by the Treasurer, with the exception of the Bar and Fleet Captain accounts. No expenditure over \$500.00, *beyond the budget*, shall be made without submission to the members for approval.
- D. The Board of Trustees shall approve or disapprove of proposed candidates for membership, as outlined in Article III, Section 2
- E. The Board of Trustees shall approve and adjudicate any grievance relative to the Club or its members of which notice is received in writing. It will take disciplinary action against any member when necessary even to the extent of expulsion or suspension, as outlined in Article III, Section 8. It also has the power to reinstate, as provided in Section 3 of the same Article.
- F. The Board of Trustees shall hold a regular scheduled meeting once each month. The meeting time and day each month shall be set by the Board of Trustees and can be changed upon agreement by the Board of Trustees. Any change in Board Meeting time and place shall be communicated to the membership at least five (5) days prior to that meeting or the normal Board meeting day by e-mail, previously requested mailing, *or* in the Bosun's Pipe. Special meetings may be scheduled by the Commodore as required. The Commodore will preside and the Secretary will record the minutes of the meetings. Two thirds of the Board members will constitute a quorum. Offices of members absent three times consecutively and not excused by the Commodore will become vacant automatically.
- G. The Board of Trustees shall require an independent audit of the books of the Club. The Treasurer may provide information to the audit effort. The Board of Trustees shall produce a financial statement for the fiscal year ending October 31st by January 31st of following year to the membership.

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6. There shall be the following Standing Committees:

- A. Membership – This committee shall have up to five members, if possible, with the Secretary or a Board Member as Chairperson. The committee will receive all applications filed with the Secretary by sponsors of proposed members. Consideration of each candidate will be made promptly, and the results and recommendations reported to the Board as outlined in Article III, Section 2. All information received by or reported to the committee shall be held in confidence.
- B. Membership Development – This committee shall increase the visibility of new members and facilitate the integration of new members into the Club.
- C. Entertainment – This committee shall consist of three or more members who will initiate and have charge of all social functions of the Club. In the absence of an Entertainment committee, events shall be coordinated by the Board.
- D. Inter-Organization – The Club representative to the Recreational Boating Association of Washington (RBAW) will comprise this committee. As RBAW allows two delegates, one shall be a Past Commodore, and the other shall be an interested member. The Club shall maintain an annual membership in RBAW.
- E. Long Range Planning – This committee shall be established by the Board of Trustees as necessary. Its function shall be the long range oversight and financial planning of the Club. The Trustees shall be the core of this committee.
- F. Publications – This committee shall be comprised of up to two (2) individuals, one responsible for drafting, editing, publication and distribution of the Bosun's Pipe and the other responsible for the web site and electronic distribution of the membership roster.
- G. Bar Committee – The Bar Committee shall be responsible to the Kingston Cove Yacht Club Board of Trustees, for the proper management and operation of the bar, in strict compliance with the applicable rules and regulations of the Washington State Liquor Control Board. Bartenders will be volunteers from the general membership or hired professionals on approval of the Bar Manager.

The Committee shall maintain a separate checking account with a system of bookkeeping that is approved by the Treasurer and the Board.

The Bar Committee shall consist of the Rear Commodore as chairperson and, if appropriate, the appointed Bar Manager.

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The Bar Committee shall be authorized to make such expenditures of bar funds as are necessary for the proper operation of the bar. Expenditures for capital improvements shall be recommended by the Bar Committee to the Board of Trustees, and presented to the general membership for the approval.

A fully stocked and equipped bar will be maintained. The expression “fully stocked and equipped” shall be determined by the Bar Committee, and included in the Rules and Regulations for the Operations and Management of the Bar, a copy of which shall be provided to the Board, and displayed at the bar. All purchases and payments will be made by check.

The Bar Manager shall present a written report of bar activity covering the preceding month to the Rear Commodore to give to the Board at its regular monthly meeting. This report shall be read by the Rear Commodore at the following monthly Club meeting and shall serve as the Bar Committee report for that month.

H. Special Committees:

Nominating Committee - The Nominating Committee shall present a slate of one or more candidates for each open office. The committee shall be formed directly by or by delegation of the Commodore in time for publication in the June Bosun's Pipe. The committee will consist of four (4) or five (5) members representing a cross section of the Club including one (1) or two (2) past Commodores. A call for candidates for open positions and a list of committee members shall be published in the June and July Bosun's Pipe. Members of the committee shall not be eligible for any open position. The slate of candidates and Nominating committee members shall be reported in the September issue of the Bosun's Pipe, at least ten (10) days prior to the election of officers.

Other special committees shall be appointed as needed.

7. The Board shall establish and maintain a “Policy Manual” that contains policy decisions made by the simple majority of any regularly scheduled monthly meeting. Policy decision may be changed by the simple majority of any regularly scheduled monthly meeting.
8. Robert's Rules of Order, Revised, shall be the governing rules for meetings of the Kingston Cove Yacht Club, unless in conflict with these Bylaws.
9. The Club fiscal year shall be *Nov. 1 to Oct. 31*, the same as that of the Club Officers.
10. The Club code of flag etiquette shall follow that of the U.S. Power Squadron, except that Past Commodores are authorized, when members, to fly the flag of the Blue Gavel Club.

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11. The Club shall hold a charter and is a chapter of the International Order of the Blue Gavel, an Association of Past Commodores. Nothing in this article shall be construed to require a Past Commodore to join this Order. Should a Past Commodore desire to individually join IOBG, under their requirements, the Club shall pay the balance of the first years dues and initiation fee for IOBG membership.

ARTICLE VII

Disposition of Funds

In the event of the dissolution of the Club, any remaining assets after discharging all liabilities and obligations shall be donated to a recognized charity as required under the Articles of Incorporation, such charity to be selected by the last Board of Trustees to hold office.

ARTICLE VIII

These Bylaws become effective on the date of adoption by the Board of Trustees after a favorable two-thirds vote of those present at any general meeting held at least ten days after copies of them have been e-mailed or, if by previous request, mailed to the membership for study. When adopted, these Bylaws nullify all previous issues of Bylaws and Amendments thereto.

ARTICLE IX

By Laws

1. These Bylaws may be only amended by a two-thirds vote of the voting members present at any general meeting held at least ten days after a copy of the proposed amendments have been e-mailed or, if by previous request, mailed to each member.
2. Changes in the By-Laws will require an updated copy to be filed with the Washington State liquor control board (WAC 314-40-050).