

Bloomington Yacht Club, Incorporated
Bylaws
Revised May 2024

Preamble.

Although incorporated as a general business corporation in 1979, the Bloomington Yacht Club, Inc. has operated for many years and continues to operate as a not-for-profit organization for the purpose of providing exclusively for its members a variety of social, educational and recreational opportunities related to sailing. As such, the organization provides sailing facilities, including, boat storage, docks, and a clubhouse, as well as various sailing programs, including instruction, racing, and pleasure cruising on Lake Lemon. The cost of these benefits is funded by members' dues, fees assessments and an initial purchase of shares. All members of the Club become shareholders of the corporation but derive no financial benefit from their shares. Upon admission, member units purchase two shares, the price of which is refunded upon termination of membership and surrender of the shares. For federal tax purposes, the Club therefore operates and intends to operate as a 501(c)(7) organization, compliant with the Internal Revenue Code. The Club provides no dividends to shareholders nor should shareholders expect to benefit financially from the liquidation of assets.

Article I: Identification

Section 1. Name.

This organization shall be known as the Bloomington Yacht Club, Incorporated.

Section 2. Pennant.

The pennant of the Club shall be triangular twenty inches long, ten inches high, and consist of a red letter B on a white disc, five inches in diameter, superimposed on the royal blue field of the pennant.

Article II: Purpose

Section 1. Purpose.

The purpose of this Club shall be to promote an interest in sailing, sailing competition, and in fellowship among members.

Article III: Membership

Section 1. Membership.

- A. A membership unit shall consist of no more than two adults. Children shall be considered a part of the membership unit as long as the child has not yet reached his or her 23rd birthday by January 1st of the calendar year preceding the season. Membership shall be limited to 45 units. Members who have been members in good standing for five (5) or more years and are retired from sailing are not included in the 45 unit limit, although such members do pay dues and vote.
- B. Life Membership: Life Membership shall be used to recognize an active member who has been of exceptional value to the Club. It continues for the life of the member. Nominations are made in writing and require a two-thirds vote of the Board. Life members are entitled to all Club privileges but do not pay dues.
- C. Honorary Member: Nominations shall be made to a Club officer and confirmed by a majority vote of the Board. Honorary members have a standing invitation to visit the Club as guests. They are not extended the opportunity to hold shares of stock. Honorary members are entitled to all Club privileges but do not have voting privileges and do not pay dues.

Section 2. Admission to membership

- A. Any member may propose the name of a prospective member at any Club Meeting.
- B. If a prospective member is unknown to any Club member he or she may request the Membership Officer to propose his or her name to the Club.
- C. Upon submitting a completed application form and a \$100.00 application fee (refundable), the applicant will meet with two Board members and his/her sponsor to discuss mutual expectations of his/her membership and answer any questions the applicant may have. After a satisfactory interview, the application will be forwarded to the Secretary for publication, etc.
 - 1. The secretary will publish the application to the entire membership, either at a regular Club meeting or via e-mail.
 - 2. Unless 25% or more of the membership share votes are filed as objections with the secretary within twenty days, the Board of Governors will extend an invitation to the proposed member.

Section 3. Privileges and Responsibilities of membership.

- A. Stock Purchase and Ownership. The Bloomington Yacht Club has the authority to issue up to one-thousand (1,000) shares of stock. Each membership unit must own two shares of stock in the Bloomington Yacht Club, Incorporated, at the cost of \$50 per share. No membership unit may own more than two shares.
 - 1. Members must purchase their two (2) shares immediately upon the acceptance of their membership application.
 - 2. Members may not sell their shares elsewhere, nor shall they attempt to gain financially from the sale of their shares.
- B. Voting Privileges. Voting privileges will be extended to active, dues paying members. Each membership unit shall have one vote per share.
- C. Use of Club Facilities. All members shall be entitled to use the Clubhouse and grounds, the docks, and the equipment of the Club, excluding the committee boat, subject always to such restrictions as may be placed upon this use by the Board of Governors.
 - 1. Members may store their boats and equipment at the BYC facility in the space assigned by the Rear Commodore.
 - 2. Any boats stored on the BYC facility must be in seaworthy condition and stored on a functional trailer or dolly.
- D. Club Events. All members shall be eligible to participate in the social, sailing, and racing events sponsored by the Club.
- E. Responsibilities. On becoming members, individuals agree to abide by the Club Bylaws. They are expected to participate in the maintenance of the Club facilities, must serve on committees, and must use the facilities properly.

Section 4. Identification Cards.

The Club shall issue appropriate membership cards each year. These cards shall be signed by the Commodore and issued by the Treasurer.

Section 5. Termination of Membership

Membership in the Club may be terminated by resignation or expulsion.

- A. Resignation. Tenders of resignation may be accepted by the Club only if the resigning member has fulfilled his/her financial obligations to the Club. All keys must be returned and personal property removed from the BYC property before reimbursement of shares. The Club shall buy back stock at the price stated in Section 3 above.
- B. Expulsion. Any member's membership may be suspended or terminated for cause by a two-thirds majority vote of the Board of Governors at an Executive Meeting called for the purpose, after the member has been informed of the accusations against him or her, and has been given a reasonable opportunity to answer the accusation(s) in writing or otherwise present his or her defense against the accusations. The Board of Governors will 1) call an Executive Meeting of the board, 2) inform the member of the accusations, 3) allow reasonable opportunity to the accused to respond to the accusations, and finally 4) vote on the expulsion/suspension.
- C. Termination shall be effective on the date of the tendered resignation, or the date of expulsion. Within one year of the effective termination date, and provided that all financial obligations and other membership responsibilities have been settled, and upon surrender of the stock certificates, the Club will purchase back the two shares of stock previously purchased by the terminated member. If the shares are not redeemed within this one year period, ownership of the shares shall automatically revert back to the Club and shall be voided.
- D. There shall be a \$25 per share fee for replacement of lost shares.

Section 6. Recognition of Members of other Yacht Clubs

- A. The Bloomington Yacht Club will recognize and grant temporary privileges to members of recognized yacht clubs who can identify themselves by presenting evidence of their membership in such club.
- B. Members of yacht clubs who request temporary privileges may store their boats on BYC property for a period of one week without charge; subsequent storage will be assessed at a rate fixed by the Board of Governors.
- C. Temporary membership privileges may be extended for a maximum of thirty days unless additional time is granted by the Board of Governors.

Article IV: Officers and Administration

Section 1. Officers

- A. The Flag Officers of the Club shall be the Commodore, Vice Commodore, and Rear Commodore. Administrative officers of the Club shall be the Secretary and the Treasurer.
- B. Assistants to the office of Secretary and Treasurer may be appointed by the Commodore in the absence of the Secretary or Treasurer.
- C. Flag Officers shall serve terms as stated in Article 4 Section 2. No Flag Officer shall serve more than two consecutive terms in the same office.
- D. Retiring Commodores will serve as ex-officio, non-voting members of the Board of Governors during the year immediately following their service as Commodore, unless they are still members of the Board, in which case they will retain their voting right on the Board.
- E. Terms of office will run from election to election.

Section 2. Board of Governors

The Board of Governors shall be composed of eleven members which includes the five officers outlined in Article IV, Section 1 and the six members outlined in Article IV, Section 4E. Nine members shall be elected for three-year terms; three new members shall be elected each year; the secretary and the treasurer shall be elected each year for one-year terms. All members, excluding the secretary and treasurer who serve one year terms, will serve three year terms with three members rotating on/off annually. A member may not be elected to a flag officer's position without having previously served at least one year on the board.

Section 3. Elections.

- A. Board of Governors. Members of the Board of Governors shall be elected at the October meeting of the Club, designated the Annual Meeting.
 - 1. Out-going Board members shall compose the nominating committee.
 - 2. Additional nominations may be made from the floor.
 - 3. Consent must be obtained from nominees before their names may be presented. The vote may be taken by ballot.
- B. Flag officers. The Flag Officers shall be elected by the Board of Governors from its own membership at the first Board meeting of the Club following the Annual Meeting of the Club.
 - 1. The retiring Commodore serves as chairperson for the election of the Flag Officers.
 - 2. The out-going Secretary is responsible for the minutes of the Board meeting.
- C. Terms of Office. Members of the Board of Governors shall serve terms as indicated in Article IV, Section 2.
 - 1. Flag Officers and Administrative Officers shall serve one-year terms in that particular office.
 - 2. Terms of office will run from election until election.

Section 4. Duties of the Board of Governors and Officers.

- A. The Board of Governors shall be charged with the responsibility of all business matters of the Club with the following exceptions:
 - 1. Decisions to encumber the Club with an amount that exceeds five hundred dollars (\$500.00). Provided, in the event of an emergency declared by a vote of at least eight (8) board members, the Board may respond to the emergency and encumber the Club with an amount that does not exceed \$2,500. To qualify as an emergency, at least one of the following conditions must be met:
 - It is an emergency if not responding immediately
 - a. Could cause death or bodily injury, or
 - b. Could result in the delay of sailing operations for more than seven days, or
 - c. Could put the Club in non-compliance with health or safety codes, or
 - d. Could immediately endanger the security of the property, buildings or equipment.

2. Changes in the Bylaws.
- B. Duties of the Commodore.
 1. The Commodore shall preside at all general meetings of the Club and of the Board of Governors.
 2. Call special meetings of the Club when necessary.
 3. Be a non-voting, ex-officio member of all committees except the nominating committee.
 4. Report the business of the Board of Governors' meetings to the Club.
 5. In the absence of either the Secretary or the Treasurer, Commodore may appoint a member in good standing to perform the duties of the officer.
 6. Appoint a willing volunteer early in the season to serve as the Regatta Chair.
 7. Arrange for the annual audit.
- C. Duties of the Vice Commodore.
 1. The Vice Commodore shall assist the Commodore in the discharge of the Commodore's duties and shall act as Commodore in his/her absence or at such time as a vacancy occurs in that office.
 - a. Set policies and procedures for all organized sailing activities.
 - b. Plan and coordinate training activities, including sailing school, instruction in the use of safety and committee boats, and procedures for rescuing boaters in distress.
 2. Plan and coordinate organized sailing activities appropriate to the desires of the Club membership, including Sunday and other regular races, special cruiser events, moonlight sails (in cooperation with the Social Officer), and special fun races.
 - a. Prepare and publish Race and Race Committee manuals and ensure that questions and procedures about racing rules and tactics are answered and understood.
 - b. Appoint Race Committees and Protest Committees as needed throughout the season.
 - c. Assign members to their Race Officer of the Day and Assistant Race Officer of the Day duties and publish updated schedules as necessary.
 - d. Manage/publish a schedule of sailing activities.
 - e. Ensure that RODs and ARODs are reminded of their responsibilities the week before their scheduled assignment.
 - f. Make available to race officers and club members the rules and handicap systems under which the races will be run.
 - g. Record and publish race results.
 - h. Ensure that racing activities adhere to the current United States Sailing Association (US Sailing) and the International Federation (ISAF) rules.
 - i. Work with the Lake Lemon Regatta chair to plan and coordinate racing activities for that weekend.
 3. Work with the Boatswain to ensure the proper maintenance of the safety and committee boats.
 4. Work with the Public Relations/Membership Officer in the promotion of sailing activities.
 - a. Contact his/her counterparts in other area sailing clubs for the purpose of cooperative sailing activities.

- b. Plan the annual sailing calendar as a member of the Club Calendar Committee.
- 5. Plan and coordinate the awards portion of the annual banquet, including the acquisition of trophies.
- D. Duties of the Rear Commodore
 - 1. The Rear Commodore shall assist the Commodore in the exercise of the Commodore's duties and shall act as Commodore in the absence of both the Commodore and the Vice Commodore.
 - 2. Chair the Facilities Committee which consists of the House Steward, Grounds Officer, Boatswain, and Buildings Officer.
 - 3. Has the responsibility of assigning dock spaces, dry-sail, boat parking assignments and storage space in the gear room.
 - 4. Inspect and ensure that watercraft on the property are seaworthy and trailers/dollies are functional and if they are not then work with owners to repair or remove them from the property.

- E. Six other members of the Board of Governors shall undertake the following positions: Social Officer, Public Relations/Membership Officer, Boatswain, House Steward, Buildings Officer, and Grounds Officer.
 - 1. The Commodore shall appoint six board members to these positions for one-year terms following the election of the Flag Officers.
 - 2. Each member of the Board shall have a specifically assigned responsibility.
- F. Duties of the Secretary
 - 1. The Secretary shall take minutes at Board and general meetings and distribute them. In the absence of the Secretary, the acting Commodore shall appoint an Assistant Secretary to take the minutes.
 - 2. The secretary shall record and maintain a book of Standing Rules as described in Article V Section 3.
 - 3. Notify Board members of meetings one week in advance of meetings.
 - 4. Notify Club members of general meetings in advance by circulating minutes of previous Club meetings.
 - 5. Prepare membership list and update as the season progresses. Circulate list to members and display a copy beside the Club house telephone.
 - 6. Keep a permanent record of stock sales and purchases, and also of all stock currently held.
 - 7. Chair the Club Calendar committee which coordinates Racing/Social/Workday/Sailing Sallies schedules and publish the Club Calendar no later than the May meeting.
- G. Duties of the Treasurer
 - 1. The Treasurer shall bill members for dues quarterly – February 1, May 1, August 1, and October 1.
 - a. Check those not paying by March 1 to see if they intend to be active in the new year.
 - b. Issue membership cards to paid membership units.
 - 2. Keep a permanent record of all financial activities – receipts, expenditures, loan(s) and/or mortgage(s), savings, regatta(s), and special activities.

- a. Deposit payments from members and all other receipts.
- b. Collect mail from the Post Office box once a week. Pay bills, deposit receipts and distribute other mail to appropriate members.
- c. Report financial action monthly.
- d. The treasurer will be assisted by an Assistant Treasurer who will serve on the Financial Committee.
 - 1. The Assistant Treasurer shall be appointed by the Board of Governors for the duration of the Treasurer's term.
 - 2. In the temporary absence of the Treasurer, the Assistant Treasurer is authorized to carry out the duties of the Treasurer as outlined in this Article IV, Section 4.G.2.
- 3. File Federal and State documentation as required.
 - a. Fill out tax forms (Not-for-Profit and Real Estate) and pay before the due date.
 - b. Appoint an agent for the BYC as stipulated in the regulations governing Non-Profit Corporations.
 - c. Fill out Report of Indiana Domestic Corporation, pay filing fee and mail before January 31st of each year.
- 4. Support other officers, committees, and special activities.
- 5. Accept or reject gifts in the name of the Club.
- 6. Has the power to invest surplus funds as directed by the Board of Governors

Article V: Meetings

Section 1. Meetings of the Club.

- A. The Club shall have a regular meeting during the first weekend of each month with the exception of the months of December and January.
- B. The October meeting will be known as the Annual Meeting.
- C. A Quorum of the Club membership shall consist of those present at any regular meeting.
- D. Special Meetings, held outside the timeline of a regular meeting, may be called by the Commodore at any time for any purpose except to change bylaws.
- E. Executive Meetings, limiting attendance to the Board of Governors, may be called by the Commodore.

Section 2. Meetings of the Board.

- A. The Board shall meet at scheduled times prior to the regular meetings of the Club.
 - 1. Each regular meeting of the Board shall be published in the Club calendar.
 - 2. The Board shall also meet at such other times as the business of the club shall require.
- B. Five governors shall constitute a quorum of the Board of Governors.

Section 3. Procedures.

- A. Parliamentary Authority. Meeting procedures shall be governed by Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.
- B. Method of Voting. The usual method of taking a vote is by voice. However votes may be taken by a "show of hands," by ballot, by roll call, by mail, by e-mail, or by any other electronic device, as requested or limited by the Club. In the case of electronic voting, time frames for discussion and actual voting shall be defined in the notice for the electronic vote.
- C. Proxy Votes. Normally, votes are taken in the meeting at which a motion or nomination is submitted. Absentee members may submit a limited proxy vote specific to the motion or nomination in writing, either mail or e-mail, to the Club secretary, to be received no later than 24 hours before the meeting at which the vote is to be taken. Unlimited or general proxy votes shall not be considered.
- D. Bylaw Amendments. Bylaws may be amended at any regular business meeting by a vote of the majority of the entire membership. Or if the amendment was submitted at a previous meeting and so published in the minutes of that previous meeting or by mail or e-mail 15 days or more prior to the vote, then they may be amended at a regular meeting by a two-thirds vote of those voting, a quorum being present.
- E. Standing Rules. A Standing Rule may be enacted by a main motion from either the Board of Governors or the general membership, and remains in effect until amended or rescinded by that same body. A motion to enact a Standing Rule must state that it is to be a Standing Rule and recorded as such, both in the minutes of the meeting and in a separate book of Standing Rules. A Standing Rule can be enacted by a majority vote, except that any Rule to increase dues requires prior notice and a two-thirds vote as per Article VII, Section 4. A Standing Rule can be suspended for the duration of a meeting or another defined duration by a majority vote of those members in attendance, or it can be permanently amended or rescinded by a majority vote of the active membership with prior notice or a two-thirds vote of those members in attendance without prior notice. Existing customs such as current dues, ROD and AROD assignments, etc. shall prevail until redefined or overridden by a new Standing Rule.

Section 4. Special Meetings.

Special meetings may be called by the commodore at any time for any purpose except to change bylaws. Special meetings must be advertised to the club membership by telephone, note, email or mentioned in the minutes of the previous meeting at least three days before the meeting is held. Any motion arising from a special meeting requiring a vote must be advertised to the club membership by telephone, note, email or mentioned in the minutes of the special meeting at least four days before the vote can be taken. In the case of electronic voting, time frames for discussion and voting shall be defined in the advertisement of the motion.

Article VI: Committee and Officer Duties

Section 1. Finance Committee.

- A. The Finance Committee shall consist of the Treasurer as chairperson together with the Commodore, the immediate past Commodore, and the Assistant Treasurer.
- B. It shall assess the financial position and examine the financial obligations of the Club and propose a proper distribution of the financial obligations (budget) to the Board of Governors at the February meeting of the Club.
 - 1. The Budget shall consist of a balanced representation of expected income and expenditures for the current Fiscal year.
 - 2. Once approved by the Board of Governors, the Budget will serve as a guideline and basis for approval of expenditures throughout the year.

Section 2. Boatswain Corps

The Boatswain Corps shall be a standing committee, serving continuously from year to year with the responsibility for the maintenance, operation, and replacement of the Club's boating facilities including committee (pontoon) boat and other watercraft, docks, wet slips, harbor and hoist, and all associated equipment,

- A. The Corps has the full responsibility and exclusive authority for any and all maintenance, upkeep, repairs, or alterations, to those boating facilities
- B. The Corps shall submit an annual operating budget for the maintenance and operation of those facilities to the Board of Governors and Finance Committee, and it shall submit a forecast of replacement and additional needs to the Long Range Planning Committee.
- C. The Corps shall train and qualify Club members as needed in the operation and use of the Club's boating facilities.
- D. The Corps shall develop procedures and practices for the maintenance and operation of the Club's boating facilities and document them in a permanent record.
- E. A member of the Boatswain Corps shall meet with the Board of Governors at its regular meetings to secure funding for the Corps' needs and to exchange other concerns relative to the boating facilities.
- F. The Corps may submit a nomination of one of its own to the nominating committee for election to the Board of Governors.

Section 3. Long Range Planning Committee

The Long Range Planning Committee, appointed by the Commodore, shall be a standing committee serving continuously from year to year with the responsibility of providing a long range vision for the Club's capital spending and other major spending.

- A. The committee shall identify and prioritize the various needs of the Club including capital improvements and major repairs/replacements, and project a year by year time-frame for each.
- B. The committee shall estimate costs of the various projects and secure supporting bids if possible.
- C. The Long Range Plan shall include the build-up of a reserve fund for future unexpected emergencies and other undefined expenditures.

Section 4. Facilities Committee

- A. The Facilities Committee shall consist of the Rear Commodore as chairperson, the House Steward, Grounds Officer, and Buildings Officer, and any others who may be appointed by these three.

- B. The Rear Commodore's particular responsibilities shall lie in the assignment and maintenance of docking and dry storage space of boats and equipment.
- C. The remaining responsibilities of the committee shall be divided among the House Steward, Grounds Officer, and Buildings Officer.

Section 5. Club Calendar Committee.

- A. The club Calendar Committee shall consist of the Secretary as Chairperson, the Vice Commodore, the Social Officer, and the Public Relations/Membership Officer.
- B. It shall be responsible for compiling and distributing the yearly calendar of the Club.

Section 6. House Steward.

- A. The House Steward shall be responsible for the cleanliness and orderliness of the inside and deck of the Clubhouse and purchasing necessary supplies.
- B. He/she shall start and stop the weekly trash pickup.

Section 7. Buildings Officer.

The Buildings Officer shall be responsible for the repair and maintenance of the buildings, including supervision of the gear room, toolshed/outside toilet and storage barn.

Section 8. Grounds Officer.

The Grounds Officer shall maintain the Club grounds, shore line, roads, trees and shrubs, fences and play area; and oversee mowing.

Section 9. Social Officer

- A. The Social Officer shall appoint hosts for monthly potlucks, special Club events such as the Fourth of July gala and Annual Banquet, and appoint persons to buy and serve refreshments after special races.
- B. Request the use of member homes for the winter monthly meeting potlucks (in February and March), organize entertainment at potlucks.
- C. Prepare the social calendar (see Club Calendar Committee above) and display a sign-up sheet at the Clubhouse for members guest event for parties over 10 people (members must clear that a date is open with the Social Officer).
- D. Call those in charge of various events to confirm that they can fulfill their duties, and if not, find replacements.

Section 10. Boatswain.

The Boatswain shall appoint and chair a Boatswain Corps as per Article VI, Section 2, of up to five Club members who shall continue on a year-to-year basis. Should a Corps member leave the Corps, the current Boatswain shall appoint a replacement.

Section 11. Public Relations/Membership Officer.

- A. The Public Relations/Membership Officer shall recruit new members and inform the media about such special Club events as the Lake Lemon Regatta and the Sailing School.
- B. Institute programs and plan special events to promote interest in the Bloomington Yacht Club.
- C. Be responsible for introducing new members to the present membership and facilities.

Section 12. Lake Lemon Regatta Committee.

This Committee shall be chaired by a BYC club member appointed by the Commodore. The Regatta Committee shall arrange for a Race Committee, Race Officers and all other matters concerned with hosting the Lake Lemon Regatta, Memorial Day Regatta and Commodores Cup.

Article VII: Finances

Section 1. The Fiscal Year.

The Fiscal Year shall be the Calendar Year.

Section 2. Stock.

Each membership unit of the Bloomington Yacht Club, Inc. must purchase two shares of stock immediately upon being accepted for membership as per Article III, Section 3, of these Bylaws.

Section 3. Dues.

- A. Annual Dues. Annual dues shall be payable on February 1 of each calendar year, but may be paid in four payments: February 1, May 1, August 1, and October 1.
- B. Dues may include a storage fee, dependent upon the type of boat storage (wet or dry) and the number of boats stored.
- C. Dues Rates. The dues shall be determined by the membership.

Section 4. Changes in dues.

Dues may be lowered at the discretion of the Board of Governors, but may not be raised except by a decision of the membership of the Club after a proposal at one regular meeting and voting at the next regular meetings provided members have at least ten (10) days written notice of the proposal.

Section 5. Assessments.

Assessments shall be made when deemed necessary by the Board of Governors.

Section 6. Audits

There shall be an annual audit of the financial condition of the Club.

Article VIII: Dissolution

Upon the dissolution of the Corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the Corporation including outstanding shares of stock, dispose of all of its assets in a manner consistent with the non-profit purposes of the Corporation, or as the Board of Governors shall determine, to such an organization or organizations, operating exclusively for social, recreational, educational or other purposes related to sailing and at which time qualify as a tax-exempt organization or organizations. Any such assets not so disposed of shall be disposed of by Court of general jurisdiction of the county in which the principal of the corporation is then located.

Revised May 4, 2024.