Juneau Yacht Club By-Laws
Revised 2017

Article I
Name

The corporate name of this club is the Juneau Yacht Club.

Article II
Purpose

The Club is incorporated for the purpose of promoting yachting and boating of all kinds and development of the advantages of marine recreational activities.

Article III
Membership

Section 1. Membership shall be open to all applicants without discrimination on the basis of sex, color, race, religion, national origin, age, disability or marital status.

Section 2. Membership in this Club shall consist of the following classes: (a) Active, (b) Life, (c) Honorary, (d) Non-Resident.

Each class of membership is hereby defined as follows:

(a) Active: Elected as hereinafter provided and upon payment of entrance fee and dues, fixed in accordance with the Articles of Incorporation and these By-Laws, entitled to all Club privileges including voting and holding office.

(b) Life: Any member who has been in good standing for five (five) consecutive years may apply to the membership committee in writing accompanied by a fee equal to ten times the annual fee for active members. Upon the approval of the Board of Directors, life memberships may be offered on a limited basis to accommodate special circumstances or for fund-raising purposes.

(c) Honorary: Any person may become an Honorary Member who has been approved and so designated by the Membership Committee and received a unanimous vote of the members present at any regular meeting of members at which a quorum is present. Honorary Members have all privileges of the Club with the exceptions of voting rights and eligibility of office. Honorary Membership is conferred upon the Governor of Alaska; the Lieutenant Governor of Alaska; the District Commander of the Seventeenth Coast Guard District; the Mayor of the City and Borough of Juneau, Alaska; the Juneau Harbormaster; and Port Director.

(d) Non-Resident: A Non-Resident member is any member who maintains their permanent residence 60 (sixty) miles or more from the Juneau corporate limits. Non-Resident members have all of the rights and privileges of Active Members excepting only the right to hold office.

(e) Membership Fees. The annual membership fee for each class shall be established by the Board of Directors from time to time.

Section 3. (a) The Board shall have the power to fix entrance and annual fees for each classification of membership excluding that for life membership.

(b) Any new member admitted after the first day of July of any year need pay only one-half the amount of the annual dues to cover the remainder of the year.

(c) A member may be expelled or suspended from the Club for conduct deemed injurious to the Club. Upon written complaint by one or more members in good standing, the Board shall appoint a committee to investigate the circumstances connected to the alleged misconduct, seek personal audience with the accused, and report its findings to the Board which shall take the appropriate action. The Board shall post a notice of its findings and actions in the Clubhouse.

(d) Any member neglecting to pay the dues or other Club obligations of any kind for a period of four (4) months after they are due, provided notice thereof has been mailed to the last known address of that member, shall forfeit all rights of membership and if, after an additional one (1) month, such obligations remain unpaid, the member shall be dropped from the roll of membership. Said individual may not subsequently be considered or proposed for membership until all past or pending obligations have been satisfied.

(e) Any member in good standing may resign from the Club with written notice.

Article IV
Board of Directors

Section 1 - Powers. The powers of the corporation shall be exercised by or under the authority of the Board of Directors, and all the affairs of the corporation shall be controlled by the Board of Directors, subject, however, to the rights of the members provided for herein and in the Articles of Incorporation.

Section 2 - Membership. The Board of Directors shall consist of the Flag Officers (Commodore, Vice Commodore, Rear Commodore, Fleet Captain-Power, and Fleet Captain-Sail,), the Treasurer, the Secretary, Quartermaster, the immediate Past Commodore and two (2) Directors-at-Large, all of whom shall be elected by the

Members and shall serve without compensation. The Board may authorize reasonable fees for professional services performed by an officer of director.

Section 3 - Election and Term of Office of Directors at Large. Directors at Large shall be elected to fill vacancies resulting from death, resignation or expiration of term at the annual meeting held in November of each year. Each Director at Large shall serve a two-year term, EXCEPT that of those Directors at Large elected at the first annual meeting following adoption of these By-laws, one shall be elected for a one-year term and one for a two-year term, and FURTHER EXCEPT that the term of any Director at Large elected to fill a vacancy caused by death or resignation shall be the balance of the term of which the deceased or resigned Director had been previously elected.

Section 4 - Time and Place of Meeting. The Board of Directors shall meet at such times and places within the City and Borough of Juneau as it may determine to be most appropriate, but in any event shall meet at least once within the thirty (30) day period immediately preceding each meeting of the Club membership. Additional meetings shall be held whenever called by the Commodore or any two (2) Directors.

Section 5 - Notice of Meeting. Notice of the time and place of each meeting shall be given personally by word of mouth, telephone, mail, facsimile or electronic mail to each Director at least two (2) days before the meeting.

Section 6 - Quorum. At all meetings of the Board, a majority of the number of Directors fixed by the Articles of Incorporation and these By-laws shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Article V
Officers

Section 1. The elected officers of the Club shall consist of the Flag Officers (Commodore, Vice Commodore, Rear Commodore, Secretary, Quartermaster, Fleet Captain-Power, and Fleet Captain-Sail,) and the Treasurer.

Section 2. The terms of office shall be two (2) years, or until a successor is elected or appointed. Terms shall be staggered according to a schedule adopted by the Board, such that approximately one-half of the officers and directors shall be elected each year, in alternate years. Upon adoption of this bylaw provision, the Board shall designate certain positions to serve an initial one-year term in order to initiate the staggered system.

Section 3. The Board shall appoint officers to fill un-expired terms.

Section 4 - Commodore. The Commodore shall command the Club squadron, enforce the By-laws, rules and regulations of the Club, preside at all meetings of the full Club and the Board of Directors, name all appointive positions as approved by the Board of Directors, serve as an ex-officio member of all committees, exercise general supervision over all activities of the Club and have such other powers and perform such other duties as required by these By-laws or which may be authorized by the Board of Directors.

Section 5 – Vice Commodore. The Vice Commodore shall assist the Commodore in the discharge of his or her duties as requested and, in the absence or inability of the Commodore to act, shall perform those duties.

Section 6 - Rear Commodore. The Rear Commodore shall assist his or her superior officers as requested and, in the absence or inability of such superior officers, shall perform those duties.

Section 7 - Treasurer. The Treasurer shall be custodian of all Club funds, shall account for all money paid to the Club, deposit Club monies in banks as directed by the Board and shall make disbursements upon the authority received from the Board. The Treasurer shall keep suitable books of accounts, including a separate accounting of funds generated by and spent on sailboat racing, report to the membership the financial condition of the Club at regular meetings, maintain a roll of members who are paid up; and shall perform such other duties as are usually incumbent upon that office. The Treasurer shall ensure that all Club officers are covered by a blanket fidelity bond and/or appropriate directors' and officers' insurance in an amount determined by the Board of Directors.

Section 8 - Secretary. The Secretary shall keep a record of the proceedings of the Club and of the Board of Directors; keep a roll of the members in consultation with the Treasurer; and keep a file of documents, records, communications and other matters connected to the Club business or essential to the proper conduct of the Club and its affairs.

Section 9 - Fleet Captain-Power. The Fleet Captain-Power shall act as executive officer of the Commodore with respect to the power boat activities of the Club and shall coordinate all committees relating thereto. The Fleet Captain-Power shall chair the Power Boat Committee.

Section 10 - Fleet Captain-Sail. The Fleet Captain-Sail shall act as executive officer of the Commodore with respect to the sail boat activities of the Club and shall coordinate all committees relating thereto. The Fleet Captain-Sail shall chair the Sail Boat Committee.

Section 11 - Quartermaster. The Quartermaster shall be responsible for the Club's real property interests and such other duties with respect thereto as may be assigned by the Board of Directors. The Quartermaster shall chair the House Committee.

Article VI
Committees

Section 1. The appointed Committees of the Club shall be the Membership, House, Nominating, Finance, Audit, Race, Powerboat and Sailboat Committees. The Board acting as a Committee of the Whole may undertake the responsibilities of any committee that is not specifically appointed.

Section 2 - Membership Committee. The Membership Committee shall consist of three (3) members, at least two (2) of which shall be yacht owners. It shall be the Committee's duty to carefully determine and consider the qualifications and fitness of all prospective members for admission to the Club. The Membership Committee shall assure compliance with Article 8 of the Articles of Incorporation of the Juneau Yacht Club.

Section 3 - House Committee. The House Committee shall consist of three (3) or more members, and shall be chaired by the Quartermaster. They shall keep a record of their proceedings and all expenditures approved by them in books provided for those purposes. They shall have general stewardship over the clubhouse and the contents thereof, responsible for all ordinary interior and exterior maintenance and repair as well as the power to purchase all necessary articles and supplies to assure the proper functioning of the Club.

Section 4 - Nominating Committee. The Board of Directors shall, not later than the October meeting of each year, appoint a Nominating Committee of three (3) members, at least one (1) of whom may presently be serving as a Club Officer or Director, the chair of that Committee being then named by the Commodore from the members of the Committee. The names of the members serving on the Nominating Committee shall then be announced and posted on the Club bulletin board. The Committee shall nominate the Commodore and one or more members for the other offices and retiring Directors at Large, file a written report with the Board, post the list of nominees on the club bulletin board, and make a verbal report to the members present at the November meeting. Additional nominations may be made by any Club member at that meeting; however, no member may be nominated without his or her willing consent.

Section 5 - Finance Committee. The Finance Committee shall administer, and advise the Board of Directors on, all matters pertaining to the finances of the Club. They shall, not less than annually, review the fees, rates and charges for all the Club's goods and services and recommend thereon to the appropriate committees and the Board of Directors. The Finance Committee shall prepare an annual budget for the succeeding year, which shall be presented to the Board for approval thirty (30) days prior to the Annual Meeting.

Section 6 - Audit Committee. The Audit Committee shall consist of three (3) members who shall perform an annual audit of the Club's finances and accounts. The audit shall be completed in time to present their findings to the Board of Directors prior to the February meeting of the Club.

Section 7 - Powerboat Committee.

(a) General Powers. This committee shall initiate and have charge of all powerboat activities of the Club and shall function as the official committee of the Club in full control of all powerboat activities conducted by the Club and shall be responsible for all Committee work necessary to the staging of such activities.

(b) Membership. This committee shall consist of no more than five (5) members, including the Fleet Captain-Power, each of whom shall be owners of power boats. The members shall be selected by the Fleet Captain-Power and appointed by the Commodore with approval by the Board. Fleet Captain-Power may designate additional Club members who are willing to assist the Committee as "ex-officio" members without voting power.

(c) Executive. The Fleet Captain-Power shall chair the Powerboat Committee and have overall responsibility for administration of this Committee and its programs. The Captain shall also be the Club's chief delegate to any local, regional, national or international organization to which the Club subscribes and shall have the power to appoint all necessary officers, delegates, judges and committees required by such organizations from time to time.

(d) Review. All official decisions by members of the committee shall be subject to review by the Committee upon request of any interested person. All decisions of the Committee shall be final but must be decided by a majority of the Committee membership.

Section 8 - Sailboat Committee.

(a) General Powers. This committee shall initiate and have charge of all sailboat activities of the Club and shall function as the official committee of the Club in full control of all sailboat activities conducted by the Club and shall be responsible for all Committee work necessary to the staging of such activities.

(b) Membership. This committee shall consist of no more than five (5) members, including the Fleet Captain-Sail, each of whom shall be owners of sailboats. The members shall be selected by the Fleet Captain-Sail and appointed by the Commodore with the approval of the Board. The Fleet Captain-Sail may designate additional Club

members who are willing to assist the Committee as "ex-officio" members without voting power.

(c) Executive. The Fleet Captain-Sail shall Chair the Sailboat committee and have overall responsibility for administration of this Committee and its programs. The Captain shall also be the Club's chief delegate to any local, regional, national or international organization to which the Club subscribes and shall have the power to appoint all necessary officers, delegates, judges and committees required by such organizations from time to time.
(d) Review. All official decisions by members of the Committee shall be subject to review by the Committee upon request of any interested person. All decisions of the Committee shall be final but must be decided by a majority of the Committee membership.

Section 9 - Race Committee.

(a) General Powers. This committee shall initiate and have charge of all sailboat races sponsored by the Club and shall function as the official committee of the Club in full control of all sailboat races and regattas conducted by the Club and shall be responsible for all Committee work necessary to the staging of all Club-sponsored sailboat races or regattas including, but not limited to, establishing rules and courses, tabulating and reporting the results and obtaining and awarding trophies and prizes.

(b) Membership. This committee shall consist of no more than three (3) members, each of whom shall be or shall have been active racers of sailboats. The members shall be selected by the Fleet Captain-Sail and appointed by the Commodore with the approval of the Board. The Fleet Captain-Sail may designate additional Club members who are willing to assist the Committee as "ex-officio" members without voting power.

(c) Review. All official decisions by members of the Committee shall be subject to review by the Committee upon request of any interested person. All decisions of the Committee shall be final but must be decided by a majority of the Committee membership.

Article VII
Meetings

Section 1 - Day, Time, Place. All Regular Meetings will be held at such day and time as the Board of Directors shall determine, except that no Regular Meetings will be held during June, July and August. All Regular Meetings shall be held at the Juneau Yacht Club Building located at 1301 Harbor Way, at the North end of Aurora Boat Harbor. Any change in any of these conditions shall be publicized at least two (2) weeks prior to

the affected meeting. This section and Section 2 of this article constitute notice of members' meetings pursuant to AS 10.20.066.

Section 2 - Annual Meeting. The Annual Meeting shall be the November Regular Meeting, at which time the election of Club Officers and Directors will be held.

Section 3 - Quorum. Ten (10) percent of the Club membership in good standing shall constitute a quorum.

Section 4 - Rules. Roberts Rules of Order shall apply for all Club meetings. The Commodore, or in his or her absence, the Vice Commodore or Rear Commodore, shall conduct the meetings. A ruling by the officer conducting the meeting on any procedural issue shall be final and binding.

Article VIII
Burgee

The Club burgee, as described in the Club Articles of Incorporation, may only be displayed in accordance with "Yacht Routine" on yachts, vessels, clubhouse or stations. Yachts enrolled in the Club shall have the right to fly the official burgee except when under charter or engaged in a sail race. The Powerboat and Sailboat committees may adopt a pennant of their own design to be flown in addition to the Club burgee.

Article IX
Amendments

Section 1 - Amendments to By-Laws. Amendments must first be approved by the Board of Directors, and shall become effective after approval at any regular meeting of members or at any special meeting called for that purpose, at which a quorum is present, by the affirmative vote of a majority of the members present.

Section 2 - By-Law Suspension. These By-Laws may not be suspended.

Article X
Address

The official mailing address of the Club shall be:

Juneau Yacht Club
P.O. Box 20146
Juneau, Alaska 99802-0146

Article XI

Indemnification

Every officer, director, and employee of the Club shall be indemnified against the reasonable and actually incurred expenses, attorney fees, judgments, fines, penalties, or amounts paid for settlement in connection with the defense of a completed, pending, or threatened action or proceeding by reason of the fact that person was a director, officer, employee, or agent of the Club, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person failed to act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, employee, trustee, or representative may be entitled apart from the provisions of this Bylaw.

Amendments adopted and approved this _____ day of _____, 2017, by action of the Members at a meeting in which a quorum was present.

Commodore **Secretary**