

**Juneau Yacht Club By-Laws**  
**Revised and Approved November 16, 2023**

**Article I**  
**Name**

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

**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, with emphasis on the Southeast Alaska region.

**Article III**  
**Membership**

**Section 1 - Qualifications.** Application for membership shall be open to all Alaska resident applicants 21 years or older with an interest in boating and related marine recreational activities in Southeast Alaska, and involvement in the social and educational function of the JYC; membership shall be without discrimination on the basis of sex, color, race, religion, national origin, age, disability or marital status. Applicants shall be sponsored by at least one current member in good standing; shall complete the application form; shall be recommended by the Membership Committee and approved for admission by the Board of Directors.

**Section 2 - Classes.** Membership in this Club shall consist of the following classes: (a) Active, and (b) Life. Each class of membership is hereby defined as follows:

(a) Active: Any person who is approved as an Active member by the Board of Directors; pays dues set by the Board of Directors; and regularly participates in Club activities and responsibilities. Active members shall be entitled to all Club rights and privileges including voting and holding office.

(b) Life: Any member who has been in good standing for five (5) consecutive years may apply to the Membership Committee, with subsequent approval by the Board of Directors, in writing for Life membership. Upon Board approval the member shall pay a fee equal to ten times the annual fee for active members to achieve Life status. The Board of Directors may offer preferred terms on a limited basis to achieve Life member status to accommodate special circumstances or for fundraising purposes. Life members shall be entitled to all Club rights, privileges and responsibilities, including voting and holding office.

**Section 3 - Policies.**

(a) The Board shall have the power to set annual membership dues or other fees as necessary. Membership dues are set on a calendar year basis and may be prorated after July 1.

(b) A member may be expelled or suspended from the Club for conduct deemed injurious to the Club after investigation and determination by the Board of Directors. Grounds for expulsion or suspension of membership may include, without limitation: creating a disturbance at a JYC event; engaging in disruptive or disorderly conduct at a JYC event; abuse of reciprocity privileges at JYC or a sister organization, including engaging in conduct at a sister organization deemed offensive or inappropriate by that organization; offensive behavior or language at a JYC event; other abuse of membership privileges or responsibilities, or conduct deemed inappropriate to the order of the proceedings and enjoyment of the JYC members.

(c) Non-payment of membership dues by April 1 will result in removal from the membership roll. Members may be reinstated upon approval of the Membership Committee and payment of outstanding obligations.

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

(e) Membership is neither assignable nor transferable.

(f) The membership roll of the Juneau Yacht Club is solely for the purposes of the Club and will not be used for any other purpose.

**Section 4 - Rights and Privileges.** Members in good standing of any class (Active and Life) shall be entitled to attend all Club functions; to vote on all matters subject to a vote of the membership; to receive regular notice of meetings and social events; to hold elective office as a member of the Board of Directors or as a Committee member; to receive discounts on use of Club facilities as approved by the Board; to participate in reciprocal privileges at sister clubs offering such privileges; and such other matters as the Board may establish from time to time.

#### **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. The Board of Directors may establish Policies and Procedures governing matters not covered by, nor inconsistent with, the By-laws.

**Section 2 - Board Membership.** Membership of the Board of Directors shall be limited to members of the Club who are in good standing and who are able to qualify for any conditions imposed by a state regulatory agency for licensing requirements, if applicable. The Board of Directors shall consist of:

Flag Officers:

Commodore (Seat A)

Vice Commodore (Seat B)

Rear Commodore (Seat C)

Fleet Captain-Power (Seat D)

Fleet Captain-Sail (Seat E)

And:

Treasurer (Seat F)

Secretary (Seat G)

Quartermaster (Seat H)

Immediate Past Commodore (Seat I)

Director-At-Large (Seat J)

Director-At-Large (Seat K)

All of whom shall be elected by the members. There is no compensation for serving as a Board member, however, the Board may authorize reasonable fees for professional services. For purposes of meeting legal reporting requirements, the following positions shall be deemed as the Officers of the Corporation: Commodore—President; Vice Commodore—Vice President; Rear Commodore—Vice President; Treasurer; and Secretary. All other board positions shall be deemed Directors, but not Officers.

**Section 3 - Election and Term of Office of Directors.** Directors shall be elected to fill vacancies resulting from death, resignation or expiration of term at the annual meeting held in September of each year. All Directors shall serve two-year terms, EXCEPT that the term of any Director appointed by the Board to fill a vacancy caused by death or resignation shall be the balance of the term of the deceased or resigned Director who had been previously elected. Director seats lettered C, D, E, G and K shall be elected in even-numbered years; Director seats lettered A, B, F, H, I, and J shall be elected in odd-numbered years.

**Section 4 - Time and Place of Meeting.** The Board of Directors shall meet monthly. The Commodore may change the place and date of the meeting if necessary with adequate notice to all Board members.

**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 on the Board at any meeting at which a quorum is present shall be an act of the Board of Directors. Directors may attend electronically to the same extent as if personally present. In the absence of a regular meeting, the Board may conduct a vote by other electronic means provided that such action shall be recorded in the minutes of the next regular meeting.

## **Article V Officers**

**Section 1 - Board Officers.** The elected Officers of the Club shall consist of the Flag Officers (Commodore, Vice Commodore, Rear Commodore), Secretary, Quartermaster, Fleet Captain-Powerboat, Fleet Captain-Sailboat, immediate past Commodore and the Treasurer.

**Section 2 - Officer Terms.** The terms of office shall be two (2) years, or until a successor is elected or appointed. Terms shall be staggered according to Article IV, Section 3,, such that approximately one-half of the officers and directors shall be elected each year in alternate years.

**Section 3 - Appointments.** The Board shall appoint officers to fill un-expired terms vacated due to death or resignation.

**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, 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 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 an executive officer of the Commodore with respect to the powerboat 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 an executive officer of the Commodore with respect to the sailboat 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 - Committees List.** The appointed Committees of the Club shall be the Membership, House, Nominating, Finance, Audit, 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. The Board may appoint additional ad hoc committees as needed to conduct the business of the Club.

**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 and send their recommendation to the Board for approval. The Membership Committee shall ensure compliance with Article 8 of the Articles of Incorporation of the Juneau Yacht Club and current By-laws.

**Section 3 - Nominating Committee.** The Board of Directors shall, no later than the August Board Meeting of each year, appoint a Nominating Committee and Chair. The Committee shall nominate a slate of officers for each vacant seat to be sent to the Board and membership prior to the Annual Meeting.

**Section 4 - 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 at the beginning of each calendar year.

**Section 5 – House Committee.** The House Committee shall consist of three (3) members including the Quartermaster appointed by the Commodore. It shall be the Committee's duty to oversee the maintenance, supplies and improvements of the physical plant of the Club including the procurement of contracts and other purchases.

**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.** The Powerboat Committee shall have charge of all powerboat activities of the Club.

**Section 8 - Sailboat Committee.** The Sailboat Committee shall have charge of all sailing activities of the Club.

## **Article VII Club Meetings**

**Section 1 - Regular Meetings:** All Regular Meetings will be held at such day, time and place as the Board of Directors shall determine. Regular meetings shall be held at the Juneau Yacht Club Building or at an alternative location as designated by the Board of Directors. Details of the day, time and place of Regular Meetings shall be announced to the membership, in writing or electronic communications, at least two (2) days prior to the affected meeting. This section and Section 2 of this article constitute notice of members' meetings pursuant to AS 10.20.066(a).

**Section 2 - Annual Meeting.** The Annual Meeting shall be the September 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. Attendance and voting for quorum purposes may be by presence at the meeting, by mail or by electronic means.

**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, except that when a bylaw requiring specific action on or by a date certain is overlooked or changed due to circumstances, such action shall be undertaken at the nearest practicable time as determined by the Board.

**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 By-law.

**Amendments adopted and approved this 16th day of November, 2023 by action of the Members at a meeting in which a quorum was present.**

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Commodore

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Secretary