

Oconee Sailing and Yacht Club, Inc.

Yacht Club Road, NW, Lake Sinclair, Milledgeville, Georgia 31061

Constitution

Bylaws

as of December 3, 2022

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CONSTITUTION OF THE OCONEE SAILING AND YACHT CLUB, INC.

Revised November 2003

ARTICLE I. Name

Section 1. The name of this corporation shall be the Oconee Sailing and Yacht Club, Inc.

ARTICLE II. Purpose

Section I. The principle purposes of the Club shall be: To promote sailing; to help promote water safety and a code of ethics for the waterways; to form a social and activity nucleus for people in this area interested in boating; to develop an active relationship with other sailing organizations; to promote racing and other sailing activities; and to foster a spirit of helpfulness and good fellowship. The Club is not and shall not be maintained nor shall any of its objects be pursued or undertaken for pecuniary profits.

ARTICLE III. Club Burgee

Section 1. The Burgee of the Club shall be a pointed pennant 10 inches on the hoist and 15 inches in length overall. The field shall be dark blue with an Indian arrowhead in white so placed as to cover the greater part of the pennant and pointed directly away from the hoist, the exact pattern to be on file with the Secretary.

ARTICLE IV. Membership

Section 1. Any person shall be eligible for membership who is interested in sailing or boating, whether he or she is a boat owner or not.

Section 2. Application shall be made through the Secretary but shall not be acted upon until said applicant is sponsored by two club members in good standing. Membership shall take effect 30 days after having been posted on club bulletin board or notices mailed to members, if no more than one member has objected in writing to the Secretary and all fees paid.

Section 3. Active Members. Active members shall consist of those persons over 18 years of age who are boat owners duly elected to membership as provided herein. Active members have the privilege of voting and holding office. No more than 10 per cent (10%) of the active membership may be solely powerboat owners.

Section 4. Associate Members. Associate members shall consist of those persons over 18 years of age who are not boat owners and who have no intention of acquiring a boat within the immediate future but are duly elected to membership as provided herein. They may hold no office and have no vote, excepting in the case of Associate members who are also Charter Members. Associate Charter Members have the privilege of voting.

Section 5. Family of Active and Associate Members

(a) Active Members. Membership resides as a family unit. Voting shall be on the basis of one vote per membership, cast by either of the adult members present without the requirement of a proxy from the other. Dependents other than the spouse have no vote.

(b) Active and Associate Members. Membership resides as a family unit. Persons, whose family privileges are terminated by marriage shall, upon applying for membership, be given precedence over all other applicants, provided all other qualifications are equal.

Section 6. Junior Members. Junior members shall consist of those persons under 18 years of age interested in boating, who are not dependents of Active or Associate members. Junior members must be elected as provided herein. They cannot vote or hold office.

Section 7. Honorary Membership. Honorary membership shall be limited to persons who have rendered extraordinary service to sailing or boating or to this club. An Honorary member does not have the privilege of voting or holding office. Honorary members shall be introduced in the usual manner and must meet the unanimous approval of the Board of Trustees.

Section 8. Charter Members. Charter members shall be those members in all the previous categories, who were duly elected prior to March 1, 1957, and shall have the right and privilege described under the various classes of membership and shall be exempt from payment of an initiation fee.

Section 9. Lifetime Members. Lifetime members shall be those members who have rendered extraordinary service to sailing, boating, or to this club, and will exercise all the privileges of regular membership, including but not limited to the right to vote and hold office. Lifetime members will be exempt from the payment of membership dues, and will be nominated by the Board of Trustees. Approval will be by a majority vote of the General Membership at any scheduled or called meeting.(8/26/89)

Section 10. Initiation fee shall be fixed by the provision of the Bylaws and must be paid before a person can be a member.

Section 11. Dues shall be fixed by the provisions of the Bylaws and must be paid before a person can be a member.

Section 12. Fees may be charged for the berthing of boats as provided for in the Bylaws.

Section 13. Termination of Membership. Membership in this Club shall be terminated; first, by voluntary resignation, provided such resignation be tendered in writing, addressed to the Secretary, to be acted upon by the Board of Trustees; and no such resignation shall be accepted unless the resigning member shall be at the time in good standing, and shall have liquidated all indebtedness to the Club, including dues for the current month in which his resignation is tendered; second, by action of the Board of Trustees for non-payment of any indebtedness beyond the period provided by the Bylaws or rules. Third, expulsion for cause. Fourth, by death of a member.

Section 14. Rights of Members. No member per se shall have or claim any right or title in any of the property or assets of the Club, and no person who has not been regularly elected a member of the Club and is not otherwise in good standing as a member, shall have any right in any wise or manner to avail himself of the privilege of the Club.

ARTICLE V. Officers and Board of Trustees

Section 1. The officers of this Club shall consist of the Commodore, the Vice-Commodore, the Secretary, and the Treasurer, who shall be elected by the majority vote of the Club membership at a regular annual meeting and shall serve for a period of twelve months.

Fleet captains shall be elected by the boat owners of the respective fleets at a regular annual meeting and will serve for a period of twelve months.

Section 2. The Board of Trustees shall consist of the two Flag officers, the Secretary, the Treasurer, the immediate past Commodore and others as follows: for every 50 members of the Club, or fraction thereof; two trustees shall be elected. The Board of Trustees shall serve for a period of twelve months.

Section 3. These officers shall rank in the order designated and must be active members of the Club.

ARTICLE VI. Election of Officers and Board of Trustees

Section 1. Election of officers shall be by ballot. Such election shall take place at the Fall Annual Meeting of each year. The Commodore, Vice-Commodore, Secretary, and Treasurer shall be elected by separate ballot. The previous Commodore shall assume the office of Past Commodore. The remainder of the Trustees shall be elected by plurality-at-large voting on a single ballot with each voting member selecting as many candidates as there are positions, one vote per candidate, and those candidates receiving the most votes being elected. Officers shall hold office for one year beginning at the end of the Meeting following election and until his successor is elected and qualified.

Section 2. A vacancy, even though temporarily filled by appointment by the Commodore, shall be filled by a general election at a meeting to be called not more than three months after the occurrence of the vacancy. Notice of such meeting, stating the purpose of the meeting, shall be sent to each Active and Charter Associate member at least 10 days prior to the meeting.

ARTICLE VII. Duties of the Officers and Board of Trustees

Section 1. It shall be the duty of the Commodore to command the squadron, to preside at all club meetings, to fill a vacancy in any office of the Club until an election can be held, to appoint all committees (except as are otherwise provided for) and to enforce the laws and regulations. He shall be ex-officio member of all committees.

Section 2. It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his duties and, in his absence, to act as Commodore.

Section 3. In the absence of the Flag officers, a senior member as designated by the Commodore shall act as Commodore.

Section 4. Club records shall be maintained by the Secretary and Treasurer working together as follows:

- a. It shall be the duty of the Treasurer:
 1. to keep a correct roll of the members and yachts of the Club and periodically furnish the Secretary the data needed to prepare or amend the current roster;
 2. to have custody of the funds of the Club;

3. to collect all the dues;
4. to pay all the bills as authorized by the Board of Trustees; and
5. to provide the Secretary with financial reports and analyses as requested by the Board of Trustees for inclusion in the records of proceedings.

b. It shall be the duty of the Secretary:

1. to keep full records of the proceedings of each meeting;
2. to record votes for matters considered by email (see section 5.b below);
3. to have the custody of all reports and documents connected with the business of the Club;
4. to give all notices of meetings and in the case of special meetings, designate the business intended;
5. to notify members of their election to office and their appointment to serve on Committees;
6. to notify each member-elect and his sponsors of his election and furnish him with a club roster for the current year;
7. to conduct the correspondence of the Club; and
8. to prepare and disseminate a roster of membership, one or more times each year.

Section 5.

a) The Board of Trustees shall have control and management of all Club property and funds. It shall also perform such duties as are hereinafter specified. A quorum of the Board for the transaction of business at a meeting shall consist of a majority of members.

b) For matters requiring timely attention, the commodore may ask the members of the Board of Trustees to vote on a single issue using electronic communications, i.e., email. For this vote to be binding, a majority of the trustees must respond "for" or "against" the matter being considered. Email votes must be recorded by the Secretary and reported at the next meeting of the board and included in the minutes. Issues decided by email will not require a motion and a second.

Section 6. Any member of the Board of Trustees who shall absent himself from two consecutive meetings of the Board, unless he has previously obtained permission to do so from the Board of Trustees or shall present at the next meeting an excuse for his absence satisfactory to the Board shall be deemed to have resigned his office.

ARTICLE VIII. Meetings

Section 1. There shall be an annual fall meeting to elect officers and to hear reports of the activities of the Club. Other meetings shall be held at the discretion of the Commodore.

Section 2. Special meetings shall be held as provided for in the Bylaws.

Section 3. A quorum shall consist of 1/4 of the membership for the transaction of business at any meeting of the Club.

ARTICLE IX. Voting

Section 1. All active and Charter Associate members may vote at all elections and upon all questions put before the membership.

Section 2. Only two co-owners of a single boat are entitled to vote

ARTICLE X. Committees

Section 1. All committee chairmen shall be nominated by the Commodore and elected by the Board of Trustees. Committee members shall be selected by the Chairmen subject to approval by the Commodore.

Section 2. The Nominating Committee shall consist of the Past Commodore, the Vice Commodore, one additional member from the Board of Trustees and two members of the club at-large who are not on the Board of Trustees, nominated by the Commodore and approved by the Board.

Section 3. The Membership Committee shall consist of the Past Commodore, the Vice Commodore, one additional member from the Board of Trustees and two members of the club at-large who are not on the Board of Trustees, nominated by the Commodore and approved by the Board

ARTICLE XI. Debt

Section 1. No indebtedness shall be incurred on behalf of the Club unless an appropriation shall have been made thereafter nor should such indebtedness be made in excess of such appropriation except as approved by the Board of Trustees. Such appropriations shall be in the form of budgets officially approved by the Trustees.

ARTICLE XII. Discipline

Section 1. Any member having a complaint to make against any-other member or members for an infraction of the laws of the Club, or for conduct prejudicial to the welfare of the Club, shall report the same in writing to the Board of Trustees.

Section 2. After receiving such complaints, which must set forth the facts of the case, together with the names of witnesses, a meeting of the Board of Trustees may be held to investigate the same and of such meeting the party or parties charged with the offense shall receive at least five days notice and may be heard in their own defense.

Section 3. For disorderly conduct at Club functions and for violations of Club rules or regulations a member shall be subject to fine, suspension or expulsion by the Board of Trustees, as the gravity of the offense may dictate.

Section 4. No member may be expelled from this club unless such expulsion be approved by the Board of Trustees, provided that when such expulsion is approved the aggrieved member shall have the right to appeal, within sixty (60) days, for reinstatement by majority vote in person or by proxy of the Club membership. Upon receiving a written appeal signed by twenty members in good standing, the Commodore shall call a special meeting of the Club to vote on the reinstatement. Such a meeting shall be held within sixty days from the date that the appeal is filed.

Article XIII. Amendments

Section 1. This Constitution may be amended at any meeting of this Club by a two-thirds vote of the members present in person or by proxy, provided notice, of such amendment be sent to members of the Club at least thirty days prior to the date of such meeting. Such amendment shall not be valid, however, unless passed by two-thirds vote of the members present or by proxy at a subsequent meeting held within a period of not more than nine months nor less than seven days after the first passage.

ARTICLE XIV. Bylaws

Section 1. The club may adopt Bylaws for executing the provisions of this Constitution and regulate its proceedings.

BYLAWS OF THE OCONEE SAILING AND YACHT CLUB, INC.

Revised December 3, 2022

ARTICLE I. Initiation Fees, Annual Dues, Assessments for Wet Dock Slips and Annual Wet Dock Slip Rent

Section 1. A newly elected member shall be given notice of such election and shall pay dues as required within thirty days of election.

- a) The initiation fee for Active Members and Associate Members (clarification 6-8-96) shall be \$300.
- b) The annual dues shall be \$325 for 2023, \$350 for 2024, \$375 for 2025 and \$400 for 2026 and afterward.
- c) Junior memberships shall have no initiation fee and shall have an annual membership fee of \$50. (1/1/88).

Section 2. A new member shall pay a pro rata portion of his dues for the remainder of the year, figures from the first of the month nearest his notification of election.

Section 3. Any member failing to pay his dues or assessments within thirty (30) days of the due date shall forfeit his right to use of Club facilities. After sixty (60) days his name shall be posted on the Club bulletin board and he shall forfeit his right to vote. Furthermore, if the debt is not paid before the expiration of ninety (90) days beyond the due date the delinquent member shall cease to be a member of the Club.

Section 4. The annual assessment for berthing boats in the wet dock slips provided by the Club will be set annually by the Trustees at such amount as the Trustees deem necessary to recover the costs of maintaining the wet dock slips during the preceding year and straight line depreciation over a life of ten (10) years of the costs of construction.

Section 5. All requests for wet dock slip storage shall be made in writing to the Club Secretary. The Secretary shall assign wet slips based upon availability, time on waiting list and seniority of the Club members first come first served. The Secretary shall maintain a waiting list of members who have requested new dock slip assignments or slip upgrades.

Section 5.1. A one-time fee of \$200.00 shall be charged those applicants selected for wet dock slip storage. Annual slip rent shall be \$100.00. The fees and assessments for wet dock slips shall be collected as follows:

- (a) All written requests for wet dock slips submitted to the Secretary must be accompanied by a \$100.00 deposit that is one half of the total wet dock slip fee.
- (b) The balance of the wet dock slip fee (\$100.00) will be collected from the member at the time the slip is assigned.
- (c) The pro-rated portion of the annual slip rent (\$100) for the current year shall be due and payable at the time of assignment of the wet dock slip.

Section 5.2.Current holders of wet dock slips who want to upgrade or better their slip assignments must make their requests annually in writing to the Secretary. Upgrade requests will be maintained on a waiting list. Upgrade requests on file the prior year must be renewed in writing with the Secretary annually, and must be received between January 1 and January 15 each year in order to maintain that persons' place on the waiting list.

Section 5.3.When a slip becomes vacant, upgrade assignments shall be awarded to current dock slip holders before vacant slips are assigned to members requesting such for the first time.

Section 5.4.Any boat occupying a wet slip that, after January 1, 1987, is not sailed for a period of twelve months must be removed from it wet slip by its owner and such owner shall forfeit his right to such wet slip provided, however, that the Trustees shall be authorized to waive such removal and forfeiture in those cases where the member owning such boat during such twelve (12) month period was due to circumstances over which he had no control and that such member will be sailing such boat regularly during the following year.

Section 6.The fiscal year shall be run from January 1 through December 31 of each year

ARTICLE II. Meetings

Section1.Regular meeting shall be held as required by the Constitution.

Section 2.The date, place and time of these meetings shall be kept posted by the Secretary, on the Club bulletin board.

Section 3.Special meetings as provided for in the Constitution shall be called by the Commodore on the written request of a majority of the members and he may call them at his discretion.

Section 4.Notices shall be sent to every member of all meetings at least five (5) days prior thereto. Notice of special meetings shall state the purpose for which they are called.

ARTICLE III. Order of Business

Section1.Meetings shall be conducted in the following manner:

1) Reading of Minutes; 2) Reports of Officers; 3) Reports of Committees; 4) Unfinished business; 5) General Business

Section 2.In case of disputes as to order and debate, Roberts' Rules of Order, Newly Revised shall govern.

ARTICLE IV. Procedure for Admission of Members

Section1. a. Anyone interested in joining OSYC shall be advised to fill out the membership application form and submit it to the club Secretary. The Secretary will forward a copy of the application to the Membership Committee for review.

b. Within 30 days of receiving a copy of the application, or as soon as possible, one or more members of the Membership Committee will meet with the applicant and review the application. The committee may vote to request or require that the applicant attend one or more club functions as a guest of the club. Upon completion of any required attendance at club functions or at the request of the applicant, the Committee will promptly make a positive or negative recommendation to the Board of Trustees.

c. Upon receiving the Committee's recommendation, the Board of Trustees, by majority vote, will promptly decide if the applicant should be recommended for membership. If the vote is positive, one or more of the Board members may sign as sponsors or the applicant may obtain sponsors from among the membership. If the vote is negative the application shall not be posted and the applicant shall be so notified by the Secretary.

d. Once the application is approved by the Board and signed by two sponsors, it will then be posted on the club bulletin board. Membership shall take effect 30 days after having been posted on club bulletin board and after all fees are paid, unless more than one member has objected in writing to the Secretary.

e. If two (2) or more voting members object in writing prior to the expiration of the thirty (30) days, the Board of Trustees must call a special executive session to hear the objections. The hearing shall be closed to all except the objectors and the board, and the topics of the meeting shall be limited to the hearing and discussion of the objections. The identity of the objectors and the content of the objections shall be kept confidential. After the hearing, the board may seek additional information from the applicant, sponsors, or other sources as needed. After consideration, the board may vote to override the objections and accept the applicant as a member with a 2/3 majority of the entire board, minus any formal abstentions. If the application fails to receive the required majority, the application is rejected. In either case, the applicant and sponsors are notified by the Secretary.

Section 2. Upon election of an applicant, the Secretary shall notify the new member and his sponsor of his election in writing and shall furnish the new member with copies of the Club's Constitution, Bylaws and all rules and regulations.

ARTICLE V. Procedures for Nominations of Officers

Section 1. The Nominating Committee shall select and present a single recommended slate of officers and board members for election at the Fall General Membership Meeting. The Committee shall present the recommended slate to the Board of Trustees sufficiently in advance of the Fall Meeting to allow a list of candidates to be mailed to the membership in advance of the meeting.

Section 2. The Nominating Committee should attempt to rotate officers and board members on a prescribed schedule as follows: A maximum of two consecutive one year terms for Commodore and Vice-Commodore, and replacement of at least one at-large Trustee each year.

Section 3. In addition the Nominating Committee shall be required to accept, verify and vet any nominations received from the membership at large, and present those nominations in addition to the recommended slate of candidates.

Section 4. The actions of the Nominating Committee notwithstanding, any club member can, if desired, directly nominate a candidate for election by notifying the club

Secretary in advance of the Fall Meeting, or by making a nomination from the floor at the Fall Meeting itself.

ARTICLE VI. Standing Rules

Section 1. The Club may adopt standing rules and regulations in order to promote the safe efficient and effective operation and control of activities related to Club membership but not otherwise covered by the Constitution or Bylaws. The standing rules may be amended by majority vote at any membership or trustee meeting.

ARTICLE VII. Amendments

Section 1. Amendments to these Bylaws may be proposed at any meeting, but no amendments, if then passed, shall be valid until approved at a subsequent meeting. If an amendment is adopted at the meeting at which it is proposed, it must be kept posted until the next meeting on the bulletin board by the Secretary.

Section 2. There shall be no suspension of these Bylaws.