

Article 11 – GOVERNMENT

11.1 GOVERNMENT AND MANAGEMENT- The government and management of the Club, including its property, the power to borrow money and incur indebtedness on behalf of the Club and cause to be executed and delivered for the Club's purposes, in the Club name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities, the enforcement of those By-Laws, the administration of rules and regulations of the Club, the preservation of good order and the power and authority to do all things necessary to achieve and effectuate the purposes for which the Club is organized shall be vested in a Board of Directors consisting of a President, Senior Vice President, Vice President, Treasurer, Commodore, Vice Commodore, Rear Commodore and four (4) Directors at large, ~~who~~ all of whom shall be Regular Members or the spouses or designated person of Regular Members. The Board of Directors shall have only one member of the same family at the same time. Key Committee Chairpersons, including at a minimum, Membership, Finance, Boatyard, Building and Grounds, House, and IT Committee Chairpersons are ex officio non voting members of the Board of Directors. The General Manager is also an ex officio non voting member of the Board of Directors. The ex officio members of the Board will only attend Executive Sessions of the Board when invited to do so.

11.2 QUORUM AND VOTES REQUIRED – DIRECTOR'S MEETINGS – A quorum to conduct the business of the Board of Directors shall be (6) Directors. Attendance may be in person or by conference phone or other electronic means. An affirmative vote of not less than (5) Directors is required to pass any motion or to adopt any resolution, except that when voting upon candidates for membership, two (2) negative votes shall constitute a rejection of the candidate.

11.3 VOTE OF THE PRESIDENT – The President shall not cast a vote in any matter considered by the Board of Directors unless it is necessary to break a tie vote on any motion or resolution considered by the Board of Directors.

11.4 EXECUTIVE OFFICERS – The President, Senior Vice President, Vice President, Commodore, Vice Commodore Rear Commodore and Treasurer shall constitute the Executive Officers of the Club. They shall hold office from the time of their election at the Annual Meeting of the Club, or appointment by the Board of Directors, until the Annual Meeting in the year following their elections by the membership, and until their successors have been elected or appointed.

11.5 ELECTED DIRECTORS-AT-LARGE

11.5 (a) TERM – Elected Directors-At-Large shall be elected for a term of two years. In any year when it is necessary to elect a Director for a term of less than two (2) years to maintain a total of four (4) Directors in a subsequent year, such Director shall be elected for such lesser term as is necessary to accomplish the purpose. Each elected Director shall hold office until his successor is elected.

11.5 (b) MEETINGS AND NOTICE – The Board of Directors shall establish a schedule of regular monthly meetings and provide all Directors with a notice thereof containing the date, time and place of such meetings not less than seven (7) days before the scheduled meetings. In addition to the authority of the President to call meetings, as provided in Article 11.6 (a) of these By-Laws, the Board of Directors by majority vote may call a special meeting of its members, provided that any member not present at the time such meeting is called be given written ~~notice~~ or oral notice by the Secretary, or other designated person, of the date, time and place of such meeting, not later than twelve (12) hours before such meeting.

11.5 (c) ACTION WITHOUT MEETING – SUBSEQUENT UNANIMOUS CONSENT –

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors subsequently unanimously consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors and shall be filed with the minutes of the proceedings of the Board of Directors.

11.6 DUTIES AND POWERS OF ELECTED OFFICERS AND BOARD OF DIRECTORS

11.6 (a) PRESIDENT – The President is the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors; shall have power to call meetings of the Board of Directors at any time, in addition to meetings scheduled by resolution of the Board of Directors, for any purpose the President may make. The President is also the Chief Executive Officer of the Club and shall make and execute contracts in the name of and on behalf of the Club with the approval of the Board of Directors; shall supervise the Manager of the Club in connection with the Manager's prescribed duties; shall have the power to do all acts and to perform all duties pursuant to laws of the State of California as prescribed therein for a corporation president exclusive of those powers granted to the Commodores as defined herein. The President is an ex officio member of all Committees and shall work with them to improve their effectiveness and continuity.

11.6 (b) SENIOR VICE-PRESIDENT – The Senior Vice President shall assist and support the President in the discharge of the President's duties and in the absence of the President to act in the President's place as approved by the President or the Board of Directors. The Senior Vice President shall preside at any meeting of the Board of Directors or member's meeting when the President is absent, or at any meeting when the President requests the Senior Vice President to temporarily chair a meeting in the President's place, and shall perform such other duties as the President or the Board of Directors shall prescribe. In the case of a vacancy in the office of President, the Senior Vice President shall be Acting President until such time as the Board of Directors shall fill the vacancy.

11.6 (c) VICE-PRESIDENT – The Vice President shall assist and support the Senior Vice President and President in their discharge of their duties and in the absence of the Senior Vice President to act in the Senior Vice President's place as approved by the President, Senior Vice President or the Board of Directors. The Vice President shall preside at any meeting of the Board of Directors or member's meeting when the President and Senior Vice President is absent, or at any meeting when the President requests Vice-President to temporarily chair a meeting in the President's place, and shall perform such other duties as the President or the Board of Directors shall prescribe. In the case of a vacancy in the office of Senior Vice President the Vice President shall be Acting Senior Vice President until such time as the Board of Directors shall fill the vacancy. In the case of a vacancy in the office of President and where the Senior Vice President is unable or unwilling to perform as Acting President, the Vice President shall be Acting President until such time as the Board of Directors shall fill the vacancy.

~~(b)~~ **11.6 (d) COMMODORE** – The Commodore shall direct all yachting functions (on the water activities) of the Club, including racing, training, cruising activities and programs; appoint members to yachting activity committees, including the chair thereof; preside at the annual Commodore's Ball; propose to the Board of Directors the expenditures of funds for yachting events; represent the Club in yachting organizations or appointing Club members for such

representation; and to do all other things necessary to promote the enjoyment and participation of yachting and water sports by the members..

~~(e)~~ **11.6 (e) VICE COMMODORE** – The Vice Commodore shall assist and support the Commodore in the discharge of the Commodore’s duties and in the absence of the Commodore to act in the Commodore’s place as approved by the Commodore or the Board of Directors. In the case of a vacancy in the office of Commodore, the Vice Commodore shall be Acting Commodore until such time as the Board of Directors shall fill the vacancy.

~~(d)~~ **11.6 (f) REAR COMMODORE** – The Rear Commodore shall assist and support the Commodore and Vice Commodore in the discharge of their duties and- in their absence to act in the their place as approved by the Commodore, Vice Commodore or the Board of Directors. In the case of a vacancy in the office of Vice Commodore the Rear Commodore shall be Acting Vice Commodore until such time as the Board of Directors shall fill the vacancy. In the case of a vacancy in the office of Commodore and where the Vice Commodore is unable or unwilling to perform as Acting Commodore,-the Rear Commodore shall be Acting Commodore until such time as the Board of Directors shall fill the vacancy.

11.6 (g) TREASURER – The Treasurer is the Chief Financial Officer of the Club and shall, be responsible for the preparation, maintainance and accuracy of the financial records of the Club. The Treasurer shall ensure the preparation, filling and paying of all taxes and all other financial or tax reports or other information legally required to be filed under local, state, or Federal laws and regulations.. The Treasurer shall monitor member’s Accounts Receivable, and ~~to~~ take; appropriate action to collect delinquent accounts. The Treasurer shall recommend to the Board of Directors investment of Club funds, and upon approval of the Board of Directors, to implement such recommendations in the name of the Club and according to the directives of the Board of Directors. The Treasurer shall recommend to the Board of Directors all insurance coverage necessary to protect against the loss of Club’s property, its Officers, Directors and employees, and upon approval by the Board of Directors to arrange for such insurance coverage

~~(e)~~ **11.6 (h) STAFF COMMODORE** – The immediate past Commodore shall assist and support the Commodore in the discharge of the Commodore’s duties.

11.6 (i) THE BOARD OF DIRECTORS – The Board of Directors is responsible to ensure that the Club is operated for the benefit of the members. The duties of the Board of Directors are to provide and maintain the vision and goals of Encinal Yacht Club and ensure that progress is made to meet that vision and those goals. This includes monitoring the Club’s management in meeting the current and long range activities. The Board is responsible for the recruitment of a Club General Manager who will guide the day to day activities. The Board of Directors shall exercise reasonable and prudent business judgment in conducting the Club’s affairs.

The Board of Directors, at its first meeting following the Annual Meeting of the members, shall elect a Secretary and approve the Chairpersons of all Committees. The Board of Directors, upon the recommendations of the President and Commodore, assign to each Officer and Director as an ex officio member of a Committee. It is preferable that more than one Officer and Director may be assigned to a Committee. The Officer or Director so assigned shall act as a liaison between the Committee and the Board of Directors, report on the Committee activity at the Board of Director’s meeting and work with them to improve their effectiveness and continuity.

Also at the first meeting following the Annual Meeting, the Board of Directors shall review the duties of the Officers, Directors, Secretary and Committees as specified in these By-Laws, any

Standing Policies, Delegation of Financial Authority and other Policies and Procedures or other manuals relating to the operations of the Club. The duties and Functions of Committees other than Standing Committees will also be reviewed.

11.7 EXECUTIVE COMMITTEE – The Executive Officers of the Club shall constitute an Executive Committee of the Board of Directors for the purpose of conducting business of the Club during intervals between meetings of the Board of Directors and for such other purposes as the Board of Directors may designate or delegate. The President shall be Chairperson of the Executive Committee. The Executive Committee is not empowered to exercise on behalf of the Board of Directors any power or authority specifically reserved or granted to the Board of Directors by the Articles of Incorporation or these By-Laws. The Executive Committee shall meet at its pleasure and report its activities to the Board of Directors.

11.8 VACANCIES – If a vacancy occurs in the Board of Directors or any elective Office by reason of death, resignation or removal of office, the Board of Directors shall request a the Nominating Committee to propose a candidate to fill such vacancy. Upon approval of the proposed candidate by its majority vote, the Board of Directors shall fill the vacancy on its own motion.

11.9 REMOVAL FOR ABSENCES – Any member of the Board of Directors who shall be absent from meetings of the Board of Directors without providing sufficient reason for such absences shall be requested to resign from office by majority vote of the Board of Directors.

11.10 OFFICERS ELECTED BY THE BOARD OF DIRECTORS – TERM OF OFFICE AND REPLACEMENT OF VACATED OFFICES – Ast the first meeting following the Annual Meeting of the Members, a Secretary shall be elected on motion of the Board of Directors . The Secretary is not required to be an elected Director. The Secretary shall serve at the pleasure of the Board of Directors until the successor shall be elected. In the event of vacancy of an unexpired term of office of Director or Officer of the Club, for whatever reason, the Board of Directors shall at the next Board meeting elect a replacement to serve for the remainder of the unexpired term of the office vacated.

11.11- DUTIES OF SECRETARY

~~(a) VICE-PRESIDENT~~ – (This section has been moved to 11.6 (b) and deleted here.)

~~(b)~~ 11.11 (a) **SECRETARY** – The Secretary shall take and maintain accurate minutes of all meeting of the Board of Directors and of members; conduct such correspondence of the Club as the President shall direct; keep and maintain a correct roll of members by date of membership, class of membership and membership numbers in accordance with a numerical sequence approve by the Board of Directors; ~~to~~ keep and maintain such other records as shall be directed by the Board of Directors; to notify members, of their election to membership, suspension from membership or expulsion from membership; ~~to~~ provide new members, with a copy of these By-Laws; to maintain in current status a copy of these By-Laws for inspection by members on the Club premises; maintain an official master copy of these By-Laws and any amendments thereto as a permanent record of the Office of the Secretary; ~~to~~ maintain in current status a Register of Proprietary Interests and other matters as required by Article 5.2 of these By-Laws; ~~to~~ direct and supervise the activities of the Assistant Secretary provided that the Secretary my not delegate responsibility for performance of any act, function or duty required of the Secretary by these By-Laws; and ~~to~~ keep such other records and to perform all other acts or duties as the President or Board of Directors may require.

11.12 – COMMITTEES:

11.12 (a) STANDING COMMITTEES – The Board of Directors is empowered to establish such standing and other committees as it may deem necessary to carry out the function and activities of the Club, to appoint the chairperson and to make rules for the operation and standing thereof. The Board of Director shall provide descriptions of the responsibilities and duties of all Standing and other Committees. The Standing Committees shall consist of the following:

11.12 (1) Membership: The Membership Committee is responsible for obtaining new members and ensuring the retention of current members.

11.12 (2) Audit: The Audit Committee is responsible for audits, both internal and external, of the Club's financial and other affairs. An audit by a professional audit firm shall be required at least once every other year.

11.12 (3) Finance: The Finance Committee is responsible for preparation of an annual budget, analysis of the Club's finances and recommending appropriate financial actions.

11.12 (4) Boatyard: The Boatyard Committee is responsible for the management and control of the Boatyard.

11.12 (5) Information Technology: The Information Technology Committee is responsible for the maintenance and operation of our electronic infrastructure.

11.12 (6) Building and Grounds: The Building and Grounds Committee is responsible for the maintenance of the Clubs buildings and grounds.

11.12 (7) House: The House Committee is responsible for the Club's events and social activities. It must work closely with the Membership Committee in its responsibility to the members.

11.12 (8) Past Presidents and Staff Commodores: The Past Presidents and Staff Commodores Committee shall be a resource to the Board of Directors and share their expertise with them.

11.12 (9) Nominating: The Nominating Committee is responsible for determining the slate of nominations for Officers and Directors to be voted on at the Annual Meeting.

11.12 (b) YACHTING STANDING COMMITTEES – The Commodore is empowered to establish such yachting standing and other committees as it may deem necessary to carry out the functions and activities of the Commodore, to appoint a chairperson and to make rules for the operation and staffing thereof. The Standing Committees shall consist of, at least, the following:

- 1 – Standing Race Committee
- 2 – Executive Race Committee
- 3 – Junior Sailing Committee

Article 12 – ELECTION OF OFFICERS AND DIRECTORS

12.1 NOMINATING COMMITTEE – The Board of Directors shall, at its first meeting following the Annual Meeting of members, appoint a Nominating Committee of five (5) members, composed of a Past President, a Past Commodore and three (3) members at large who

are not a current or past Officer or Director. The Board of Directors shall designate the Chairperson of the Nominating Committee. Members of the Nominating Committee shall not be persons considered for the nomination as either an Officer or Director. Members of the Nominating Committee shall serve until the succeeding year when their successors shall be appointed.

In selecting a nominee for the office of President, the Nominating Committee shall first look to the Senior Vice President. In the absence of a majority vote of approval for the Senior Vice President as the candidate for President, the Nominating Committee shall look to the Vice President. In the absence of a majority vote of approval for the Senior Vice President or the Vice President as the candidate for President, the Nominating Committee shall look for a qualified candidate from the membership at large, preferably not one who has served as a past or current Director of Officer.

In selecting a nominee for the office of Senior Vice President, the Nominating Committee shall first look to the Vice President. In the absence of a majority vote of approval for the Vice President as the candidate for Senior Vice President, the Nominating Committee shall look for a qualified candidate from the membership at large, preferably not one who has served as a past or current Director of Officer.

In selecting a nominee for the office of Vice President, the Nominating Committee shall look for a qualified candidate from the membership at large, preferably not one who has served as a past or current Director of Officer.

In selecting a nominee for the office of Treasurer, the Nominating Committee shall look to someone well versed in the finance discipline, and preferably had previously served on the Finance Committee.

In selecting a nominee for the office of Director-At-Large, the Nominating Committee may elect a sitting Director for one additional term, provided the total consecutive terms a Director may serve as an Elected Director-At-Large is limited to two. In the absence of nominating a Director for a second term, the Nominating Committee shall look to the membership at large, and preferably one who has not served as an Officer or Director in the past.

12.2 NOMINATING COMMITTEE REPORT – The Nominating Committee shall report to the Board of Directors, at its September meeting, nominations for all offices to be filled at the Annual Meeting. The report shall designate each Officer and Director the candidate is to succeed if elected by the membership. A majority vote of the Nominating Committee shall be required for approval of the report and the report shall be signed by all members who concur.

12.3 POSTING AND MAILING – A copy of the report shall be posted on the Club Bulletin Board within five (5) days following submission to the Board of Directors and a copy of the report shall be mailed to all members in the October 1st issue of the newsletter following the Nominating Committee report to the Board of Directors.

12.4 OTHER NOMINATIONS – Other nominations for any expiring office may be made by petition of not less than ten percent (10%) of the Regular Membership-providing that such a petition must be filed with the Board of Directors by October 10th following the newsletter announcement of the nominations. Any nomination for the office of Officer or Director must designate the Officer or Director whom the nominee is to succeed. Such petitions shall be posted on the Club Bulletin Board within five (5) days of receipt by the Board of Directors and the

Secretary, within five (5) days of such receipt, shall mail copies of such petition to all members of the Club.

ARTICLE 13 – ANNUAL ELECTION AND MEETING

In all of Article 13, where the word “mail” is used it shall mean “US Postal mail, authorized email or personal delivery”. Where the word “mailing” is used it shall mean “mailing via US Post Office, emailing or delivery in person”. “Authorized email” means electronic mail (email) to those members who have agreed to receive Encinal Yacht Club information via email or other electronic means (opt-in). For those members who do not have an authorized email address, US Postal mail must be used.

13.1 RIGHT TO VOTE – Only Regular members, including Long Term members, may vote in an election of Officers and Directors and in any other meeting of members where propositions of whatever nature are put before the membership for vote.

13.2 TIME AND PLACE – The Annual Meeting of members for the elections of Officers and Directors and conduct of other business, if any, shall be held each year on a day and at a time and fixed by the Board of Directors which is between November 1st and November 21st, and is not a legal holiday. The Board of Directors shall establish such a date not later than sixty (60) days before the day set for the Annual Meeting. Notice of the date that has been set for the Annual Meeting shall be given to the membership not later than 45 days before the day set for the Annual Meeting.

13.3 MANNER OF VOTING – Voting shall be conducted by mail. The Secretary shall prepare and mail ballots for the election of Officers and Directors to Regular Members no later than 30 days before the day set for the Annual Meeting. A ballot for the election of Officers and Directors may include other matters calling for the vote of members. Ballots cast by members shall be returned to the Secretary by mail, or delivered otherwise, in time to reach the Secretary by the close of business prior to the day set for the Annual Meeting with notice given to the members of this requirement.

13.4 ELECTIONS COMMITTEE

13.4 (a) Non-Contested Elections – The President shall appoint a Committee on Elections consisting of three Regular Members. Their duties shall be to count the votes cast and to prepare a report for the Secretary of the results of the election.

13.4 (b) Contested Elections – In the event that one or more slates of one or more candidates, other than the Nominating Committee slate are made as provided for in Section 12.4, the President, after consultation with the other nominees, shall appoint two additional members of the Election Committee for each slate named under the provisions of Section 12.4.

13.4 (b) (i) The Club, using its facilities and at its expense, at the request of a candidate, shall mail to the voting membership a statement prepared by the candidate not exceeding three pages in length in support of his or her candidacy, provided that immediate notice of such proposed mailing be given to all opponents along with an opportunity, at their request, to mail a statement supporting their candidacy. Opposing candidates shall not be entitled to review the statements of opponents before mailing their own statement.

13.4 (b) (ii) The Club shall not be obligated to make more than two mailings of statements from each slate of candidate.

13.4 (c) At the request of the candidates the Club shall organize and conduct a forum on Club premises prior to the election to discuss election issues, provided that not less than ten days notice of such forum be given to the voting members.

13.5 VOTING: MEMBERS QUALIFIED TO VOTE; BALLOTS – Only Regular Members, including Long Term members, elected to the membership before ²² September 1st prior to the Annual Election shall be qualified to vote. Members suspended, expelled, on cruising membership or on leave of absence may not vote. The Secretary shall prepare an accurate list of the names, membership numbers and addresses of qualified voting members as of September 1st prior to the Annual Election, and shall deliver copies thereof to the Elections Committee and, in the case of a contested election, to the candidates at least five days prior to the date of the Annual Election. Qualified members shall vote by casting a secret written ballot on the official form prepared by the Secretary. A copy of the official ballot, copied by whatever means, shall not be cast. Voting by proxy is not allowed.

13.6 QUORUM REQUIRED – A quorum shall consist on not less than twenty-five percent (25%) of all Regular Members.

13.7 DELIVERY OF BALLOTS, FORM OF ENVELOPES – The ballot mailed by the Secretary shall be accompanied by two sealable envelopes,

- one Ballot Envelope identified only by the word “BALLOT” printed on its face (in which the completed voter’s ballot shall be inserted and sealed), and
- the second envelope, the Return Envelope, of a larger size than the Ballot Envelope, which shall bear the address of the Secretary, (in which the Ballot Envelope shall be inserted, sealed and returned to the Secretary via mail). The Return Envelope shall be imprinted with the words “CONFIDENTIAL – CONTAINS BALLOT” with notations and spaces in the upper left hand corner for the member’s signature and printed name, below which shall be imprinted the statement “Failure to use this official mailing envelope or to complete the above information shall invalidate the ballot”.

Upon delivery to the Secretary a ballot may not be changed or withdrawn.

13.8 RECEIPT OF ENVELOPES BY THE SECRETARY – Upon receipt of the Return Envelopes containing Ballot Envelopes, the Secretary shall hold them in a secure place until election day. On election day the Secretary shall deliver all Return Envelopes to the chairperson of the Election Committee –The Secretary is charged with ensuring that Return Envelopes have remained unopened until they are delivered to the Election Committee.

13.9 Counting the Votes – Upon receiving the return envelopes from the Secretary, the Election Committee shall verify the authenticity of the Return Envelopes from the list of qualified voting members provided by the Secretary pursuant to Section 13.5. The Election Committee shall also check off the member’s voting on the list of qualified voting members. After verifying the authenticity of the Return Envelopes, the Ballots Envelopes are removed from the Return Envelopes and stacked separately from the Return Envelopes. The ballots are removed from the ballot envelopes and stacked separately from their envelopes. After all the ballots have been removed from the envelopes, the votes are tallied. After the votes have been tallied, the results are delivered to the Secretary for reporting to the membership.

Article 15 – FINANCIAL MATTERS

15.1 DELEGATION OF FINANCIAL AUTHORITY – The Board of Directors shall establish the Delegation of Financial Authority which defines who has what authority to make expenditures on behalf of the Club. This Authority will also specify the controls required to make such expenditures and payment thereof. The specific procedures for the preparation and execution of Major Projects will also be specified. This Authority will be reviewed annually and updated as required.

Amendment Approved September 22, 2011