

# BY-LAWS OF RENTON SAILING CLUB, INCORPORATED

## ARTICLE 1

### NAME

**Section 1.** This organization shall be named “RENTON SAILING CLUB, INCOPORPORATED” (dba Renton Sailing Center).

**Section 2.** The Board of Trustees, as hereinafter provided for, have heretofore incorporated this organization as a Nonprofit organization and shall operate same in pursuance of the provisions of R.C.W. 3 4.04, et. seq., and R.C.W. 28.10 et seq.

## ARTICLE II

### PURPOSES AND OBJECTIVES

**Section 1.** To provide services and facilities for the following:

- a. Provide education in the safe and proper handling of sailboats.
- b. Conduct US Sailing Small Boat and Basic Keelboat sailing school, including offering instruction to the public.
- c. Foster good sportsmanship and love of the water for sailors of all abilities through classes, clinics, races, and recreational sailing.
- d. Prepare sailors for participation in national and international competition.
- e. Cooperate with and coordinate the activities of this corporation with other organizations or agencies to help promote the aims and purposes of this organization.
- f. Promote the sport of sailing throughout the greater Renton community.

## ARTICLE III

### GOVERNING DOCUMENTS

**Section 1.** Governing documents shall include the Articles of Incorporation, the By-Laws, and policies and procedures approved through Board Resolution.

**Section 2.** No governing document shall be inconsistent with the Articles of Incorporation.

**Section 3.** No policies or procedures shall be inconsistent with the Articles of Incorporation or these By-Laws.

## ARTICLE IV CONTRIBUTIONS

**Section 1.** The Board of Trustees is authorized to receive contributions for the corporation, said contributions to be assigned to the general fund of the corporation, or may, in the alternative, be assigned for a specific purpose at the discretion of the Board of Trustees.

## ARTICLE V BOARD OF TRUSTEES

**Section 1.** The affairs of the corporation shall be managed by a Board of Trustees of eight (8) members.

**Section 2.** The Board of Trustees will be comprised of six (6) elected officers and two (2) appointed officers. The elected officers will be President, Vice President, Secretary, Treasurer, and two (2) Members-at-large. The appointed officers will be the Maintenance Officer and Education Officer.

**Section 3.** The officers shall be elected by the majority of members of the said corporation present at their annual meeting, except for the Maintenance Officer and Education Officer who shall be appointed by the Board of Trustees. Elections shall be held each year during the month of January. Officers are elected for two-year terms but may serve more than one term. The President, Secretary, one Member-at-Large position, and the Education Officer positions shall end in odd years. The Vice President, Treasurer, one Member-at-Large position, and the Maintenance Officer positions shall end in even years.

**Section 4.** Vacancies in the Board of Trustees shall be filled immediately for the unexpired portion of the term by a Renton Sailing Center member nominated by the President and approved by a majority vote of the remaining Board members present or by electronic mail (e-mail), with the exception of the position of President. If the President position is vacated, remaining Board members shall fill the vacancy from the Board of Trustees, and the newly vacant officer position shall be filled as described in this Section.

**Section 5.** The officers shall meet at the request of any single officer and a quorum of four (4) officers may establish policy and/or make major decisions on all Center affairs.

**Section 6.** The affirmative vote of a majority of the Board (present or by electronic mail [e-mail]) shall be necessary and sufficient to decide each question or matter.

**Section 7.** The Board may establish and appoint standing and ad hoc committees to meet the needs and goals of the Center. An officer may be appointed to lead the committee or serve as liaison between the committee and the Board. Such committees may work on a particular issue or area of focus at the direction of the Board and shall be dissolved by the Board as deemed appropriate by the Board.

**Section 8.** An officer shall recuse oneself for conflict of interest in the voting on any question or matter before the Board in which the officer or members of the officer's immediate family have any financial or proprietary interest and on any question regarding removal of the officer from the Board. Such recusal shall not prevent the officer from participating in discussion and debate with other Board members.

## ARTICLE VI

### DUTIES OF OFFICERS

**Section 1.** The Board of Trustees retains responsibility for all aspects of the Center:

**President** is Center spokesperson and deals with overall operation of routine business.

**Vice President** supports the work of the President and Board of Trustees, and assumes the duties of the President in their absence.

**Secretary** manages the membership process and data, maintains the permanent records of the Center, and acts as recorder during meetings.

**Treasurer** manages financial transactions and reporting, budgeting, and state and federal filings.

**Members-at-large** serve as a link to members, supports the member experience, and supports the work of the Board of Trustees.

**Maintenance Officer** is responsible for maintenance of boats and Center equipment.

**Education Officer** manages the Center sailing education program.

**Section 2.** The Board of Trustees shall retain Officer position descriptions, to be reviewed and approved by the Board on an annual basis.

## ARTICLE VII

### MEMBERSHIP

**Section 1.** Active membership shall be open to any person who is dedicated to the purposes of this organization and who has paid such dues as established in Article VIII of these By-Laws.

**Section 2.** Categories of membership include the following:

- a) Family membership, defined as a primary member, 18 years or older, plus relatives living under the same roof and listed on the membership form. Membership includes use of Center vessels in accordance with the Center's current policies. An Advanced member may choose to pay the Keelboat Maintenance Fee and use keelboats in accordance with the Center's current policies.
- b) Limited membership, such as for those who own a vessel; this does not include use of Center vessels.

**Section 3.** In the event that it should be considered necessary to revoke a membership in the organization, the Board of Trustees shall direct the President to request in writing, said individual's resignation. Any such member so requested to resign shall have a 30-day period from date of receipt of such written request to file a written Notice of Appeal with the Board of Trustees, whereupon the Board of Trustees shall, without undue delay, call for a meeting of the membership for the purpose of considering such appeal. Confirmation of the Board action of revocation of membership shall require a two-thirds affirmative vote of the membership present at such meeting.

## ARTICLE VIII

### DUES

Annual dues for membership shall be determined by resolution of the Board of Trustees and approved by membership. Payment of dues shall cover the Center sailing year from April 1 through March 31.

## ARTICLE IX

### VOTING

Each family membership and/or limited membership shall have one vote at meetings of the membership, and such vote may be cast only by a member of the family personally present at the time such voting takes place. In no event shall any vote by proxy be permitted either by a member or by a Trustee.

## ARTICLE X

### CONDUCT OF MEETINGS

**Section 1.** Roberts' Rules of Order (Revised) shall be used as the standard for conducting all meetings.

**Section 2.** At a membership meeting, the affirmative vote of a majority of the voting membership present shall be necessary and sufficient to decide each question or matter.

**Section 3.** An annual membership meeting shall be held in January. Election of the Board of Trustees shall be held at this annual membership meeting.

## ARTICLE XI

### AMENDMENTS

These By-Laws may be amended by the Board of Trustees at any membership meeting by the affirmative vote of a majority of members actually present, provided at least 30 days' notice is given to all members by electronic mail or equivalent.