

# Rushford Lake Boating Club, Inc.

## BY-LAWS

The Rushford Lake Boating Club is a not-for-profit corporation, organized under the laws of the State of New York as a boating and social club comprised of members who have an interest in coming together to share in boating, sailing, canoeing, kayaking, or other water sports and social activities.

### ARTICLE I: NAME

- 1.1 This corporation shall be known as the Rushford Lake Boating Club (hereinafter referred to as the “Club”).

### ARTICLE II: PURPOSE

- 2.1 The purposes and objectives for which the Club is organized and operated are to promote all levels of recreational boating for power, sail, oar or paddle boats, promote social and educational programs related to boating to reflect the diverse needs of the membership, provide sound management of natural, physical, financial and human resources to provide a lasting legacy for its future membership, and to enhance the stature of the Club within the local community by promoting boating activities open to all users of Rushford Lake, regardless of membership in the Club.

## ARTICLE III: MEMBERSHIP

- 3.1 Membership in the Club is open to those with an interest in boating and a willingness and ability to share the responsibilities of the operation of the Club. Members need not hold property on Rushford Lake or own boats, but are expected to contribute their time and talents to the organization of events and Club operations.
- 3.2 Open Membership: Club membership shall be open to anyone who wishes to join until such time as the Club attains a membership level of one hundred (100) members in good standing, as defined below, subject to the power of the Board of Directors to veto the admission of any individual by a unanimous vote.
- 3.3 Closed Membership: As soon as the Club attains a membership level of one hundred (100) members in good standing, membership shall be closed, and new members shall be admitted only when sponsored by current members and approved by the Membership Committee.
- 3.4 Members in Good Standing: Members in good standing are charter or admiral members who have filled their requirements for volunteer hours and have timely paid their dues, as defined in Article V.
- 3.5 Classes of Membership: There shall be the following classes of membership:
- (a) Charter Membership: Open only to original members whose time, talents and financial assistance made the formation of the Club possible. Charter members shall be designated by the Board of Directors and Officers (hereinafter referred to as the "Board") within the first year of the existence of the Club, and such members have full rights and privileges. Charter

membership does include the responsibility of volunteering and paying dues.

- (b) Admiral Membership: Open to any individual, couple, or family (including children under the age of eighteen (18)) over the age of twenty-one (21), subject to the membership approval process described above. Admiral members must meet volunteering requirements, as determined annually by the Board, and have full rights and privileges.
- (c) Captain Membership: Open to Charter or Admiral members who are in good standing and over seventy (70) years of age. Captain members have full rights and privileges and pay dues at the same level as admiral members, but are exempt from volunteer requirements.
- (e) Crew Membership: Open to any individual between the ages of eighteen (18) and twenty-five (25), subject to the membership approval process described above. Dues and volunteer requirements shall be less than those of an admiral member, as determined by the Board. No person shall remain a Crew member after their twenty-sixth (26th) birthday, though the dues and volunteer requirements shall not increase until the beginning of the following cycle. A Crew membership may convert to an admiral membership when the individual attains the age of twenty-six without going through the membership approval process, or, at the election of the Crew member, this may occur as soon as the individual reaches the age of twenty-one (21). No Crew member can hold a position on the Board, and Crew membership cannot be used to fulfill years of service requirements for election or appointment to a position

on the Board. Crew members shall have full voting rights, but may sponsor only new Crew members.

- (f) Honorary Membership: Open only to those who have been nominated and unanimously elected to such membership by the Board. Honorary members must have been a Charter or Admiral member in good standing for no less than ten (10) years and shown exemplary service to the Club. Honorary membership is limited to a total of ten percent (10%) of the total membership of the Club at any time. Honorary members are exempt from paying dues and from volunteer requirements, but retain full rights and privileges of membership in the Club. Such membership continues until the death of the member.

3.6 Rights and Privileges of Members: The terms and conditions applicable to all classes of membership shall be fixed from time to time by the Board, except as otherwise specifically provided in the By-laws. Membership in the Club shall commence upon submission of initial dues payment and shall terminate, except as specifically provided herein, upon acceptance by the Board of any written notice of resignation.

#### **ARTICLE IV: INITIATION FEES, DUES, AND ASSESSMENTS**

4.1 Initiation fees, dues, and payment schedules for all classes of members shall be established by an approval of two-thirds (2/3) of the Board and may be changed by them from time to time as the needs and the best interests of the Club shall require; provided, however, that the membership be notified in writing of any increase

in dues no less than three (3) months in advance of any such increase. The special assessment of extra fees for a specific purpose, upon recommendation of the Board, may be made only by a majority vote of the members of the Club present and entitled to vote at a duly called regular or special meeting.

**ARTICLE V:       SUSPENSION AND REINSTATEMENT OF  
MEMBERSHIP**

5.1 Suspension for Non-Payment: A member whose dues and assessments are unpaid for a period of two (2) months after the time at which they came due shall not be considered a member in good standing until all dues are paid and shall have no right to vote in meetings and elections, hold office, or sponsor new members. The member shall be notified in writing of the delinquency. If dues remain unpaid thirty (30) days after the date of the notice, the member's name shall be dropped from the membership roll. A member that is terminated for non-payment of dues may be reinstated to membership upon application to the Board, accompanied by payment of all delinquent fees and dues.

5.2 Suspension for Failure to Meet Volunteer Requirements: A member who has failed to meet the volunteer requirements, as set by the Board, by September 1st, shall not be considered a member in good standing until all volunteer hours are completed and shall have no right vote in meetings and elections, hold office, or sponsor new members. If the volunteer requirement is not met within sixty (60) days, the member's name shall be dropped from the membership roll. A member that is terminated for failure to fulfill the volunteer

requirement may be reinstated to membership upon application to the Board and written commitment to complete past and current volunteer hours within ninety (90) days, or such other time frame as directed by the Board.

- 5.3 Leave of Absence: The Board of Directors may grant a leave of absence to any member upon a showing of good cause. During the granted time period, the member will be relieved of membership dues, assessment requirements, and volunteer requirements. Members in leave-of-absence status shall have no right to vote in meetings and elections, hold office, or sponsor new members.

## **ARTICLE VI: DISCIPLINE**

- 6.1 Suspension: A member may be suspended from privileges of the Club by a four-fifths (4/5) vote of the Board, upon the recommendation of any member, for violation of Club by-laws, rules, or unbecoming conduct for a period not to exceed sixty (60) days.
- 6.2 Expulsion: A member may be expelled from the Club upon a unanimous vote of the Board, following multiple violations of Club by-laws, rules or for unbecoming conduct. Any member who is expelled from the Club can reapply for membership, following the normal process, following the completion of a two-year period.

## **ARTICLE VII: THE BOARD OF OFFICERS AND DIRECTORS**

7.1 The Board of Officers and Directors: The Board shall consist of the following Officers and Directors:

- (a) Commodore
- (b) Vice Commodore
- (c) Secretary
- (d) Treasurer
- (e) Director of Activities
- (f) Director of Membership

7.2 Powers and Duties of the Board: The Board shall have responsibility for the management of the affairs and property of the Club, subject to any special instructions voted at Club meetings. It shall have all the powers required to fulfill this duty, and it may delegate these powers in its discretion. The Board is vested with all powers which the Club itself has that are not incompatible with the Articles of Incorporation, Bylaws, and the laws of the State of New York, including but not limited to the following:

- (a) opening, maintaining and closing banking accounts and managing Club investments;
- (b) acquiring, purchasing, leasing, mortgaging, pledging, selling or otherwise disposing of real and personal property;
- (c) authorizing, making or causing to be made such contracts and agreements on behalf of the Club as it may deem needful or convenient for the purpose of the Club;
- (d) waiving individual fees, dues, or charges in whole or in part;
- (e) suspending or expelling any member;
- (f) removing any Officer or Committee member;

- (g) filling vacancies on the Board or on Committees;
- (h) revoking any duties or powers previously delegated to others;
- (i) setting dues, fees and assessments, subject to requirements set forth in these By-laws;
- (j) determining volunteer requirements for members, subject to limits set forth in these By-laws;
- (k) adopting, changing and revoking Club regulations not inconsistent with these By-laws and for the purpose of providing ways and means for proper government and conduct of the affairs and business of the Club.

7.3 Related Officials: No two members may hold any elected office simultaneously for a period of more than one year if those members are parent and child, grandparent and grandchild, siblings, first cousins, or married to one another. If related elected officials have served simultaneously for a period of more than one (1) year, and one official is reelected, then the second official shall not be eligible to be reelected.

7.4 Term Limits: No member may hold a single elected office or any combination of elected offices for more than nine (9) consecutive years. In order to be eligible to be elected to office again, a member that has served nine (9) consecutive years must not hold any elected office for a period of two (2) years before being nominated to serve in such capacity again.



**ARTICLE VIII: POWERS AND DUTIES OF OFFICERS AND DIRECTORS**

8.1 Commodore: The Commodore shall be elected to office by a majority of the voting members and shall serve a two (2) year term of office. In order to be eligible for this office, a member must either be a charter member or have been an admiral member for at least three (3) years prior to election. No Commodore shall serve more than two (2) consecutive terms. The Commodore shall perform all duties required by law and this Constitution and By-laws. These duties shall include:

- (a) whenever present, presiding at all meetings of the Club and the Board;
- (b) signing, on behalf of the Club, in regular course, all contracts, leases, releases, deeds, bills of sale, and all other papers requiring signature;
- (c) supervising the treasure to see that all tax reports, statements, and certificates required by law are properly made, kept, and filed according to law;
- (d) ensuring to the best of his or her abilities that the mission statement and by-laws are followed;
- (e) writing a letter or column at least annually to be posted on the website and included in the spring newsletter;
- (f) serving as an *ex officio* member of all committees.

8.2 Vice Commodore: The Vice Commodore shall be elected by a majority of the voting members and serve a two (2) year term. In order to be eligible for this office, a member must either be a charter member or have been an admiral member for at least three

(3) years prior to election. No Vice Commodore may serve more than two (2) consecutive terms. If a vacancy occurs in the office of Commodore in the middle of a term, the Vice Commodore shall act as Commodore for the remainder of that term, and a replacement Vice Commodore shall be appointed by the Board. The duties of the Vice Commodore shall include:

- (a) assisting the Commodore in the discharge of his or her duties;
- (b) assisting the Director of Activities in the discharge of his or her duties;
- (c) chairing or co-chairing at least one (1) members-only event; and
- (d) serving as a member of the Activities Committee.

8.3 Director of Activities: The Director of Activities shall be elected by a majority of the voting members and serve a two (2) year term of office. No member shall hold this office for more than two (2) consecutive terms. The duties of this office shall include:

- (a) chairing the Activities Committee, which shall plan, advertise, and execute members-only activities and no less than two activities per year open to the community on or around Rushford Lake;
- (b) placing advertisements with the dates of open activities;
- (c) establishing and updating the website periodically;
- (d) sending out an annual spring newsletter with a listing of seasonal activities;
- (e) coordinating schedules with Commodore, Vice Commodore, Secretary, and other members chairing members only or community activities.

8.4 Director of Membership: The Director of Membership shall serve a three (3) year term of office, and no Director of Membership shall serve more than three (3) consecutive terms. During the first fifteen (15) years following the incorporation of the Club, this office shall be held by a Charter member in good standing. The duties of this office shall include:

- (a) maintaining records of membership enrollment;
- (b) supervising the process of admitting new members, including receiving applications, electing new members, and informing such members of their election;
- (c) providing members, as appropriate, with a membership card, Club roster, a copy of these By-laws;
- (d) maintaining records of members' volunteer hours and participation in activities;
- (e) informing members in writing of any failure to meet volunteer requirements;
- (f) informing the Commodore in writing when members fail to meet volunteer requirements;
- (g) appointing four (4) members in good standing to serve as election officials for the election of Officers and Directors

8.5 Treasurer: The Treasurer shall be appointed by the Board for a term of three years, with no restriction on the number of terms as treasurer that one member may serve. Any member in good standing who is eligible to hold office may be appointed Treasurer. The Treasurer shall be a member of the Board, but shall not have a vote thereon. The Board may, upon a majority vote, authorize a stipend to be paid to the Treasurer in an amount not to exceed three percent (3%) of all dues collected that year. The Treasurer is

exempt from paying dues during his or her appointed term. The duties of the Treasurer shall include:

- (a) overseeing all funds and securities belonging to the Club;
- (b) paying all bills presented to him or her that have been signed by the Commodore or, in the alternative, the Vice Commodore and another member of the committee authorized incur the expenditure;
- (c) making a written report on the financial condition of the Club to the Board at least once a quarter;
- (d) depositing the Club's money to an account in the name of the Rushford Lake Boating Club, Inc. at a local bank;
- (e) presenting a full written statement of the receipts and disbursements of the Club at the annual meeting;
- (f) reporting upon the condition of the treasure whenever requested by the Board;
- (g) preparing a budget to be voted on by the general membership annually;
- (h) holding agreements and evidence of property belonging to the Club and all other business papers in a locked fire box or safety deposit box, with the location of such documents to be known by all members of the Board;
- (i) cooperating with and assisting outside auditors in any authorized audit of the Club's accounts.

8.6 Secretary: The Secretary shall be elected by a majority of all voting members and shall serve a three year term of office. No Secretary shall serve more than three consecutive terms. In order to be eligible to serve as Secretary, a member must have been in good

standing for two (2) years prior to election. The duties of the Secretary shall include:

- (a) providing notice to members of the Board of all regular meetings of the Board;
- (b) upon the request of the Commodore or the majority of the Board, arranging for and providing notice of special meetings of the Board;
- (c) providing notice of meetings of the Club membership;
- (d) keeping and maintaining minutes of Club and Board meetings;
- (e) handling all general correspondence;
- (f) notifying, in writing, the entire membership of elections of Officers and Directors;
- (g) sending out ballots to all voting members for elections of Officers and Directors;
- (h) performing all other duties required of such officers by law and as the Board may from time to time prescribe;
- (i) at any meeting at which the Commodore and Vice Commodore are both absent, calling the meeting to order and presiding until a chairman pro tempore is chosen.

## **ARTICLE IX: ELECTION OF OFFICERS AND DIRECTORS**

9.1 Nominating Committee: The Board of Directors shall appoint a Nominating Committee made up of two (2) incumbent Board members and three (3) members at large, consisting of a chairperson and four (4) members. The Nominating Committee shall nominate at least one member for each open Board position. A majority vote of the Committee shall be required to nominate a

member for a position on the Board. The Board of Directors shall, from time to time, establish procedures for the nomination process.

9.2 Uncontested Election: If only one eligible member is nominated for each open office, then no formal election shall be held. The Secretary shall provide timely notice to all members that the nominees were unopposed and have been selected for the offices in question.

9.3 Election Officials: If more than one eligible member is nominated for any open office, the Director of Membership shall appoint four (4) members in good standing to serve as election officials. No incumbent Officer or Director, member of the Nominating Committee, or nominee shall serve as an election official.

9.4 Ballot: The election officials shall compose a ballot containing all of the nominees and the position for which they are nominated. The ballot shall be mailed to all voting members in good standing at least fourteen (14) days prior to the election. On said date, the election officials will count the ballots. The nominee with the largest number of votes for a position shall be declared elected to that position. The elections officials shall certify in writing to the Board a correct count of the ballots cast. The names of all elected officers and directors shall be mailed to the members.

9.5 Tie Vote: In the event of tie vote, a second ballot containing only the names of the two nominees receiving the highest number of votes shall be prepared and mailed by the election officials, to be returned on a schedule determined by the election officials. In the event that the second ballot results in a tie, the elections officials shall determine the winner by lot.

## ARTICLE X: COMMITTEES

### 10.1 Standing Committees:

- (a) Activities Committee: The Activities Committee shall be responsible for planning, advertising, and executing members-only activities and at least two activities per year that are open to the community on or around Rushford Lake. The Director of Activities shall serve as chairperson, and the Vice Commodore and Commodore shall be members of the Committee. The Board shall appoint such other members to this committee from time to time as it deems appropriate.
- (b) Membership Committee: The Membership Committee shall be responsible for considering and determining the qualification and fitness of applicants for membership and electing to membership such applicants as the Committee deems fit. A member shall be admitted to the club a majority vote of the Committee. The Director of Membership shall serve as chairperson, and the Commodore shall serve as a member of the Committee. The Board shall appoint other members to the Committee from time to time as it deems appropriate.

10.2 Ad Hoc Committees: The Board shall establish ad hoc committees to deal with particular issues from time to time as it deems appropriate. It shall delegate powers and appoint members to said committees.

## **ARTICLE XI: ACCOUNTS AND FUNDS**

- 11.1 The Board of Directors shall oversee the Treasurer in his or her management of the Club's funds.
- 11.2 All checks drawn upon the treasury of the Club for more than One Thousand Dollars (\$1,000.00) or such other limit, as determined by the Board, shall be signed by any two Officers and Directors, as determined by the Board of Directors.
- 11.3 The Club's accounts may be audited by an independent, outside auditor at the Club's expense upon a majority vote of the Board. An independent audit shall be conducted at least once every three (3) years, with the first such audit taking place no later than the year 2010. In addition, an independent audit will be conducted at the request of any member in good standing, even without authorization of the Board, provided that such member shall be responsible to pay all costs associated with and share are results from such audit. Any independent audit must be conducted by a certified public accountant or accounting firm.

## **ARTICLE XII: INITIAL ORGANIZATIONAL PERIOD**

- 12.1 Notwithstanding provisions to the contrary, the Board shall consist of the Commodore and two (2) Directors at Large, to be appointed by the initial Board, until a full election is held at the annual members' meeting in the summer of 2007.
- 12.2 Notwithstanding provisions to the contrary, the Commodore shall be an appointed position until the summer of 2009, when the Commodore shall be elected by the voting membership as described



above, and the Board may elect, in its discretion, to appoint the individuals who have served as Directors at Large to any existing office until the annual members' meeting in the summer of 2009.

- 12.3 Notwithstanding provisions to the contrary, requirements regarding years of prior membership in order to hold positions as Officers and Directors shall be waived until the elections in the summer of 2011.
- 12.4 Notwithstanding provisions to the contrary, related elected officials may serve simultaneously until the summer of 2009.
- 12.5 Notwithstanding provisions to the contrary, the Director of Membership shall be exempt from any term limitations, as described in Section 7.4 above, until the year 2019.
- 12.6 Notwithstanding provisions to the contrary, these by-laws may be repealed, amended and provisions added thereto by majority vote of the Board until the annual members' meeting in the summer of 2009.

### **ARTICLE XIII: PROXIES**

- 13.1 Proxies Authorized: Every member entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another member to act for him or her by proxy. No proxy shall be valid at any meeting at which the proxy-granting member is present.
- 13.2 Expiration: No proxy shall be valid after the expiration of forty-five days from the date thereof unless the proxy itself provides otherwise. No proxy shall be valid at any time after the proxy-granting member's term of office has expired.
- 13.3 Formality: No proxy or proxy revocation shall be valid unless it is in writing and has been signed and dated by the member by whom the

proxy is or was granted. Any copy, facsimile telecommunication, or other reliable reproduction of a proxy or proxy revocation may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided such copy, facsimile telecommunication, or other reproduction is a complete reproduction of the entire original writing or transmission. No writing or transmission, or any copy, facsimile telecommunication, or other reproduction thereof, shall be honored if the members conclude, and so vote that such document fails to satisfy any material requirement of this paragraph; or that there is reasonable cause to believe that such document is a forgery, has been materially altered, or is otherwise unreliable.

#### **ARTICLE XIV: ACTION WITHOUT A MEETING**

14.4 Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all members entitled to vote thereon. Written consent thus given shall have the same effect as a unanimous vote of the members.

#### **ARTICLE XV: NOTICE OF MEETINGS**

15.1 Written Notice Required. Whenever the members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, personally or by mail, to each member entitled to vote at such meeting. The notice shall state the place, date and hour of the meeting and, unless it is an annual meeting,

indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting also shall state the purpose or purposes for which the meeting is called.

15.2 Adjourned Meetings. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. Any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

15.3 Waiver of Notice. Notice of a meeting need not be given to any member who, in person or by proxy, submits a signed waiver of notice. A waiver of notice may be executed and/or delivered before, during, or after the meeting for which notice is waived. If any member attends a meeting, whether in person or by proxy, and does not protest, prior to the conclusion of the meeting, that notice of the meeting was not properly given, such member will be deemed to have waived notice of the meeting.

## **ARTICLE XVI: INDEMNIFICATION**

16.1 The corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and any of the procedures provided for by sections 721 through 726 of the Not for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator, or intestate was a director or officer of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including

attorneys fees. The corporation shall indemnify its agents and employees, other than directors and officers, to the extent such agents and employees may be entitled by contract or otherwise under law.

## **ARTICLE XVII: AMENDMENTS**

17.1 These By-laws may be repealed, amended and additional provisions added thereto at any regular or special meeting of the members at which at least a two-thirds (2/3) majority of all members, present in a quorum, vote in favor of said repeal, amendment or addition. However, no repeal, amendment or addition to the By-laws shall be voted upon at any given meeting of the members unless fourteen (14) days notice has been given by mailing a copy thereof together with a notice of the meeting to each voting member.