

Fairport Harbor Yacht Club Auxiliary

By-Laws – Revised 2.7.2019

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Fairport Harbor Yacht Club Auxiliary (FHYCA).

ARTICLE II. PURPOSE

Section 1. Purpose

This organization is organized exclusively to serve as a separate entity within the Fairport Harbor Yacht Club (FHYC) by stimulating a greater interest in boating and fellowship among its' members and their family members.

Section 2. Specific Purpose

Fairport Harbor Yacht Club Auxiliary provides services to the FHYC members to encourage the development and cultivation of good fellowship among their members.

The specific objectives and purpose of this organization shall be:

- a. To provide fundraising activities that promote community within.
- b. To promote children's activities and events for FHYC members and their family.
- c. To sponsor, host and/or participate in events and activities that promote the sport of boating.
- d. To provide nominal charitable distributions to support charities that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership in the FHYCA shall be open to members and close associates of FHYC members whom support the purpose statement in Article II, Section 2. Membership is granted after completion and confirmed receipt of the FHYCA membership application by the Board of Directors.

Section 2. Membership Classifications

There will be 2 classes of membership.

2a. Full Member

2b. Associate Member

Section 2a. Full Member

Any current member in good standing of the FHYC can apply for full membership into the FHYCA. All approved full members of the FHYCA shall:

1. Be able to vote in the election of new officers.
2. Vote in the annual budget meeting held in February.
3. Can serve on the Board of Directors of the FHYCA as an elected Officer or Director.
4. Earn FHYC work party hours at approved FHYCA events as approved by the FHYC BOD.
5. Attend monthly membership meetings

Section 2b. Associate Member

Associate members are designated for those who are in a current relationship with a member in good standing of the FHYC. All approved associate members of the FHYCA shall

1. Be able to vote in the election of new officers.
2. Vote in the annual budget meeting held in February.
3. Can serve on the Board of Directors of the FHYCA as an elected Director.
4. Volunteer time to work FHYCA events
5. Attend monthly membership meetings

Section 3. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership. FHYC and FHYCA's policy concerning any past member, whose membership has been terminated by the club or who resigned prior to being terminated, is that they will not be eligible for future membership.

Section 4. FHYCA Work Party Hours

All full members shall have the option to work specific events that have been approved by the FHYCA and FHYC to earn FHYC work party hours. All full members must comply with Article II, Section 4 of the FHYC bylaws and attend one FHYCA general membership meeting prior to working the event.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly. A monthly general membership meeting will be held the last Thursday of each month from 7:00pm – 8:00pm at a place designated by the Board of Directors.

Section 2. Annual Budget Meeting

An annual budget meeting of the members shall take place in the month of February, on the last Thursday prior to the general membership meeting, from 6:00pm – 7:00pm. All current voting members of FHYCA shall vote via mailed ballot if not able to attend the annual meeting. Roll call attendance shall be required. Members shall receive reports on the activities of the association, review and vote on the annual budget.

Section 3. Special Meetings

Special meetings may be called by the chair, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

Section 5. Order of Business

The following order of business shall be followed at all general membership meetings

1. Reading of minutes
2. Officer reports
 - a. Reading of Treasurer report
 - b. Secretary
 - c. Vice President
 - d. President
3. Report of Directors
 - a. Membership
 - b. Bylaws
 - c. Sunshine
 - d. Communication
 - e. New Member Activist
 - f. Salad Luncheon
4. Standing Committees

5. Old Business
6. New Business
7. Business for the Good.
8. Meeting adjourned

Section 6. Quorum

A quorum for a meeting of the members shall consist of twenty percent (20%) of the full and associate membership and shall require (3) three Board of Directors for each regular meeting and (5) five Board of Directors for the annual meeting.

Section 7. Voting

All issues to be voted on shall be decided by a simple majority of those present or by combination of those present and by mail vote for the annual budget meeting.

Section 8. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to the current version of Robert's Rules of Order only if the issue at hand is not specified in these bylaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the FHYCA.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall include the following elected officers: The President, the Vice-President, the Secretary, the Treasurer and the following elected directors: Membership, By-Laws, Sunshine, Communication, New Member Activist and Salad Luncheon.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the organization and whose membership is good standing with the FHYCA.

Each Officer of the Board of Directors shall attend at least eight (8) monthly meetings of the membership per year. Directors shall attend at least six (6) monthly meetings of the membership per year. **Officers and Directors may be excused for up to two meetings by notifying the Board of Directors for excused absence. (2.7.19)**

A majority vote of The Board of Directors shall approve necessary budget amendments to exceed no more than \$300 per occurrence at any regular monthly.

Section 3. Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the President or any member of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may select any location as the place for holding any special meeting of the Board called by them.

Section 4. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice.

Section 5. Quorum

The presence, in person of three (3) of the Board of Directors shall be necessary at any general meeting to constitute a quorum to transact business

Section 6. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Section 7. Election of Officers

A Nominating Committee, appointed by a majority vote of the Executive Officers, shall submit at the November meeting, the names of those persons for the respective offices of the FHYCA. Nominations shall also be received from the floor after the report of the Nominating Committee. Officers and Directors shall be eligible to succeed themselves in their respective offices. Voting to occur in November and will be effective with the January meeting.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Confidentiality

Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the FHYCA's purpose or can reasonably be expected to benefit the FHYCA. Directors shall use discretion and good business judgment in discussing the affairs of the FHYCA with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the FHYCA.

Section 10. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, the best interest of the FHYCA would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

ARTICLE VI. ELECTED OFFICERS AND DIRECTORS

All officers must have the status of active full members of the FHYCA. All directors shall have the status of full or associate member of the FHYCA. All elected Board of Directors shall be elected at the November general membership meeting by secret ballot and be sworn into office during the January general membership meeting. The Officers shall hold term for 2 years, with President and Secretary held during offset years from Vice President and Treasurer. Directors shall hold term for one year, with the exception of Salad Luncheon which shall hold term for 2 years with the Vice President and Treasurer.

Section 1. Elected Officers

President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all general and annual meetings.
- b. He/She shall have general and active management of the business.
- c. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- e. He/She shall appoint a Parliamentarian and other standing committees as needed with approval of the Board of Directors.

Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee.
- b. In the event that the President is not able to preside at a meeting, the vice-president shall preside and assume the role and responsibilities of the president for that particular meeting only.
- c. He/She shall have responsibility for the following committees: Bylaws, Membership.

Secretary

The Secretary shall attend all meetings of members and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings, including the annual meeting of the organization.
- b. Assisted by the Communication Director, he/she shall send notices of all meetings to the members.

Treasurer

The Treasures duties shall be:

- a. Keep all accounts of the FHYCA and have charge of it's funds. He/She shall keep all records in such banks and accounts approved the Officers and in the name of the FHYCA.
- b. Prepare and submit a budget covering the total anticipated expenditures for the new year to the members prior to the annual budget meeting in February.
- c. Submit the records to an auditing committee as soon as possible after the closing of the FHYCA fiscal year and at least one (1) week prior to the first general meeting of the new year.
- d. He/She shall present a complete and accurate report of the finances at each monthly meeting of the members, or at any other time upon request to the Officers.
- e. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to generally accepted accounting principles.
- f. He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

Section 2. Elected Directors

Membership Director

The Membership Director shall be responsible for maintaining accurate records of all members to include attendance at general membership meetings as well as the annual meeting. Members are responsible for providing the Membership Director any changes to their current information. The Membership Director shall be the record keeper of all membership applications and provide all new members with a copy of the current bylaws.

By-Laws Director

The duties of the Bylaws Director shall:

1. Maintain bylaws on an ongoing basis.
2. Select an odd number of committee representatives
3. Review, clarify and address all proposed changes for discrepancy against existing bylaws and edit where necessary for an approval by the person/persons who initiated the proposal.
4. Read proposed bylaw changes at any general membership for acceptance and vote at the next scheduled general membership meeting.

Sunshine Director

The duties of the Sunshine Director shall:

1. Solicit information from all members of FHYCA and FHYC on member or immediate family funeral announcements. Cards, gift or donation not to exceed \$100 shall be sent.

2. Solicit and keep record of all current FHYC and FHYCA member birthdays. Each member will be recognized with a birthday card or e-card not to exceed \$3.00.
3. Submit a monthly report at the general membership meeting of activities of the previous month along with all expenses.

Communication Director

The duties of the Communication Director shall

1. Solicit and write stories for a quarterly newsletter to promote community of FHYCA activities.
2. Assist Secretary with communication on meeting minutes and notices.
3. Submit a monthly report at the general membership meeting of current activities along with all expenses.

New Member Activist Director

The duty of the New Member Activist Director shall

1. Work with the Membership Director of the FHYC to engage with new members.
2. Create and distribute a new member welcome packet for all new members of FHYC and FHYCA.

Salad Luncheon Director

The duty of the Salad Luncheon Director shall

1. Direct the annual Salad Luncheon and Chinese auction
2. Solicit assistance for sub committees to effectively run and manage the details of the event.
3. Prepare a budget for approval by the general membership and submit to treasurer prior to annual budget meeting.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, data collection, etc. Members shall be current Full or Associate members of the FHYCA. The President appoints all committee chairs.

Section 2. Standing Committees

2a. Ship Store

2b. Carnival

2c. Kids Halloween

2d. Kids Christmas

2e. Adult Christmas

ARTICLE VIII. FISCAL YEAR

The fiscal year of the FHYCA shall commence on the first day of January and end on the thirty first of December.

ARTICLE IX. BUDGET

A budget covering the total anticipated expenditures for the fiscal year shall be prepared and submitted to the members at the annual meeting by the Treasurer. The budget shall be considered and approved with or without revisions by the membership at the annual meeting. It may be revised at any regular meeting of the members thereafter. Copies of the proposed budget will be available via mail one week prior to the annual meeting.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Ohio, the corporation (or organization) shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Bylaws

The Board of Directors may amend these Bylaws by majority vote of the members present at any regular or special meeting. 30 day written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director and member.