



# By-Laws

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## Article I: Name, Identification, And Location:

### 1.1 Name

The name of the organization shall be the Singapore Yacht Club, Inc.

### 1.2 Identification

The Club colors shall be red, yellow, and green, and the pennant shall be a green dragon on a yellow background as shown on the sketch of the official Club pennant in the custody of the Secretary.

### 1.3 Location

The Club shall be located in the City of Saugatuck, County of Allegan, the State of Michigan.

## Article II: Objective:

The objectives of the Club shall be:

To promote yachting, boating, safe navigational practices and other affiliated water sports and activities.

To promote sociability between members and other sportsmen.

To stimulate and encourage good moral and instructive entertainment.

## Article III: Membership

### 3.1 Membership Classes

The membership shall be limited to a number as determined by the Board of Directors, from time to time, and there shall be four (4) classes of membership as hereinafter set forth, and the total membership shall be apportioned among the classes of membership by the Board of Directors.



## 3.2 Regular Membership

Any person of good standing in the community over eighteen (18) years of age who is proposed and elected as set forth in Paragraph 3.9 of this Article may become a Regular Member upon payment of the annual dues and initiation fee, as applicable, and with the express understanding that such membership is not transferable, and creates rights of ownership solely and only in the named member. All privileges of the Club shall be extended to the owner of a regular membership, his or her spouse, and all dependent children.

## 3.3 Honorary Membership

Honorary membership shall have all of the privileges of the Club, except the right to vote and hold office. Honorary membership shall extend from the date of the election and approval by the Board of Directors, to the end of the then current calendar year. Upon request, Honorary Membership shall be granted to Past Commodores who reside more than 300 miles from the club grounds, or who are not actively in boating. All Honorary Memberships shall be reviewed annually by the Membership Committee and approved for extension by the Board of Directors. (updated 9/09)

## 3.4 Life Membership

Any member who shall have been a regular member in good standing for twenty (20) consecutive years shall be entitled to become a Life Member upon the payment of an amount equal to ten (10) times the annual regular membership dues, which payment shall be in lieu of any further annual dues. Life Members shall have all of the privileges of a regular member. In the case of the death of the original Life Member, the membership shall transfer to the surviving spouse, and not to any other person.

## 3.5 Honorary Lifetime Club Manager

The Board of Directors may grant the status of Honorary Lifetime Club Manager to an individual who has served as club manager in the past. The Honorary Lifetime Club Manager shall receive a membership card entitling them to the privileges of the Club, except for the right to vote and hold office. Such honorary membership shall extend from the date of the election and approval by the Board of Directors to the date of the member's death unless earlier terminated by the Board of Directors.

## 3.6 Select Honorary Members



The Board of Directors may select certain individuals to become Select Honorary Members of the Club and provide them with a membership card entitling them to the privileges of the Club, except the right to vote and to hold office, from the date of their election by the Board of Directors until the date of such honorary member's death, or until earlier terminated by the Board of Directors.

### 3.7 Surviving Spouse Membership

The Board of Directors may, upon application of a member in good standing, issue to the surviving spouse of a deceased member in good standing at the time of their death, a membership card entitling them to the privileges of the Club, without vote, from the date of the surviving spouse death, free from all dues and assessments for the remainder of the year of the member's death. Such privileges may thereafter be extended annually in writing by the Board of Directors. The spouse of such deceased member may elect to become a Regular Member by payment of the next year's annual dues and any assessments as applicable.

### 3.8 Voting Members

Only Regular Members and Life Members shall have the right to vote on matters before the membership.

### 3.9 Application for/and Election to Membership

Any person qualified for membership by these Bylaws who desires to become a member of this Club shall make written application, giving such information as the Board of Directors may prescribe. The applicant shall be recommended by a regular member in good standing and shall support his application by two (2) references. Each application shall be approved as to form by said committee. The member may be elected at any regular or special meeting of the Board of Directors by a two thirds (2/3) majority thereof.

### 3.10 Reinstatement

Any person who has ceased to be a member and who is not indebted to the Club, at any time thereafter upon written application, may be reinstated by the Board of Directors; provided that such application for reinstatement shall be approved by the Membership Committee and acted upon by the Board of Directors in the same manner as a new application for such membership.



### 3.11 Notice of Acceptance

Notice of their acceptance or rejection shall be mailed by the Secretary to each person elected to, or rejected from, membership or transferred to another class of membership with a statement of the amount of the initiation fee or transfer fee and dues then payable by him or her. Payment of such amount shall be considered agreement to be bound by the Bylaws and rules of the Club. Failure to make payment within thirty (30) days after the mailing of such notice shall render such election void.

### 3.12 Resignation

Membership may be terminated by voluntary resignation tendered in writing and accepted by the Board of Directors. No such resignation shall be accepted unless the resigning member shall have paid all indebtedness to the Club, including dues, for the entire calendar year in which the resignation is tendered; provided, that in the case of resignation tendered before February 15th in any calendar year, the Board in its discretion may accept the same as of the immediately preceding December 31st and the resigning member in such case shall not be required to pay dues for the succeeding calendar year.

### 3.13 Censure, Suspension & Expulsion

The Board of Directors on its own motion, or on complaint of any member filed with it, may cite any member of the Club to appear before it to answer any charge of conduct injurious to the order, peace, interest, or welfare of the Club or at variance with its objects, Bylaws or rules. Any such complaint made by a member shall be in writing, signed by the member.

In any such case, the Secretary, at the direction of the Board of Directors, shall notify in writing the member so cited of the charge and give the member charged at least ten (10) days' notice to appear before the Board of Directors to answer thereto. The investigation of such charge shall be conducted in such a manner as the Board of Directors may see fit. Pending its hearing thereon, the Board of Directors may suspend said member.

A member, while under suspension, shall not be permitted to enter the Club's stations, introduce guests, incur any indebtedness to the Club or exercise any other privileges of a member. If, upon inquiry and hearing, the Board of Directors shall be satisfied that the cited member is guilty of, or, if in its judgment the interest of the Club demand such action, it may ask such member to resign or may expel such member and thereby terminate the membership. The Board of Directors shall be sole judge of what constitutes conduct injurious to the order, peace, interest or welfare of the Club, or at



variance with its objects, Bylaws or rules, and shall be the sole judge of the sufficiency of the evidence by which such conduct is shown. A two thirds (2/3) vote of the entire board shall be necessary to expel a member.

### 3.14 PROPERTY RIGHTS

Only voting members shall have any right or interest in the property of the Club. Termination of membership by resignation, death, expulsion or otherwise, shall operate as a release of all rights, title and interest in the property and assets of the Club.

## Article IV: Fees And Dues; Assessments

### 4.1 Initiation Fees

The Initiation Fee shall be established by the Board of Directors and shall accompany the application for membership, and shall be refunded if the application for membership is rejected.

### 4.2 Annual Dues

Each member shall pay Annual Dues in advance, or in such installments as such shall be determined by the Board of Directors. The annual dues shall be due the first day of January, and payable on or before the first day of February. After the first day of February, all members whose dues are unpaid shall be denied the privileges of the Club until such dues are paid and their names will be posted on the clubhouse bulletin board. Should a member's dues not be paid by March 1st his membership shall lapse. He may apply for reinstatement within ninety (90) days and, if approved by the Board of Directors, may be reinstated by paying his dues plus \$50.00. Should dues not be paid by June 1st membership terminates; if again interested in membership, a new application must be filed and will then go to the Board of Directors for approval.

### 4.3 Assessments

Special Assessments may be levied at any regular or special meeting of the Board of Directors, but only upon a two thirds (2/3) vote of the members of the Board of Directors, and in the case of assessments exceeding \$25.00, a two week notice in advance of such proposed assessment shall have been given to the members in writing prior to the meeting at which such proposed assessment is to be considered.





## Article V: Officers And Directors

### 5.1 Officers Elected by Members

The officers of this Club to be elected for one year by the members shall be the Commodore, Vice Commodore, Secretary and Treasurer. All officers and committees defined in these Bylaws shall hold office for the term specified or until their respective successors are elected and qualified.

### 5.2 Directors

The Board of Directors shall be composed of the Commodore, Vice Commodore, Secretary, Treasurer, immediate Past Commodore, and six other voting members of the Club in good standing, as may be elected at the Annual Meeting of the members. Directors, other than the officers and Past Commodore, shall be elected for 3 year terms with two such terms expiring each year.

### 5.3 Officers to be Elected by Board of Directors

The Officers of the Club to be elected for one year by the Board of Directors shall be Legal Advisor, Historian, and such other officers as shall from time to time be provided for by the Board of Directors, without vote.

### 5.4 Duties and Powers of the Board

The Board of Directors shall have the power and duty to control and manage all of the affairs and property of the Club, make all contracts, provide for any expenditures and otherwise administer the affairs of the Club in such manner as may be necessary to carry out its objectives as set forth herein; they shall have the sole authority to incur indebtedness or to grant permission to officers and committees to do so. The Board of Directors shall fill all vacancies in elective offices, including vacancies in the Board of Directors, and shall have sole power to elect new members and to authorize transfer or reinstatement of members.

### 5.5 Commodore

The Commodore shall be the chief executive officer of the Club. The Commodore shall command the Club's squadron, enforce the rules and general provisions respecting the conduct of members and welfare of the Club and shall preside at all meetings of the Club and Board of Directors. The Commodore shall be an ex-officio member of all committees. The Commodore shall, subject to the approval of the Board of Directors,



appoint the standing committees and such other committees that the Board of Directors may authorize, except as otherwise provided by the Bylaws. With the Secretary, the Commodore shall sign all written contracts and obligations of the Club which have been approved by the Board of Directors.

## 5.6 Vice Commodore

The Vice Commodore shall perform such duties as from time to time shall be prescribed by the Board of Directors and, in the absence of the Commodore, shall perform the duties of that office. The Vice Commodore will also be responsible for all slip assignments for members in good standing and have paid appropriate fees to be on the move-list and wait-list.

## 5.7 Secretary

The Secretary shall keep the minutes of the meetings of the Club and the Board of Directors, and such minutes at all reasonable times shall be open to the inspection of voting members of the Club in good standing. The Secretary shall notify applicants of their election to and transfer of memberships, or rejection of same, issue notice of all meetings of the Club, keep a roll of the members, act as custodian and keeper of the Club records and official sketch of the Club pennant, sign with the Commodore all written contracts and obligations which have been approved by the Board of Directors, and perform such other duties as from time to time may be prescribed by the Board of Directors.

## 5.8 Treasurer

The Treasurer shall receive and hold all monies and securities belonging to, or received by, the Club and pay them out in such manner as shall be designated by the Board of Directors. The Treasurer shall have charge of the accounting and financial records of the Club. The Treasurer shall submit a report, at each Board of Directors meeting, of all receipts and disbursements. At the Annual Meeting of the Club, the Treasurer shall submit a financial statement of the club's operations for the preceding year, and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

## 5.9 Legal Advisor

The Legal Advisor shall make recommendations to the Board of Directors in matters having legal implications.



## 5.10 Historian

The Historian shall gather information and pictures of Club activities and shall compile a book of such material. The Historian shall make a report of activities during the preceding year to the club membership.

## 5.11 Indemnification & Liability Insurance

Each director, officer and committee member or agent of the Club shall be indemnified against all expenses and costs reasonably incurred by him/her in connection with or resulting from any action, suit, or proceedings brought by, on behalf of, or against the Club, to which he/she may be made a party by reason of his/her being or having been a director, officer, committee member or agent of the Club or by reason of his/her conduct in any capacity except in relation to matters as to which he/she shall be finally adjudged therein to have been liable for or to have been guilty of gross or willful negligence or misconduct in the performance of his/her duties to the Club; and the Board of Directors shall have power on behalf of the Club to indemnify each of its directors, officers, committee members and agents against all liabilities imposed upon and expenses and costs reasonably incurred by him/her in connection with or resulting from any other action, suit proceeding of claim not brought or made by or on behalf of the Club to which he/she may be made a party or which may be asserted against him/her by reason of his/her being or having been such director, officer, committee member or agent, or by reason of his/her conduct in any such capacity, except in relations to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been liable for willful misconduct in the performance of his/her duties as such director, officer, committee member or agent. In case of settlement of any such action, suit, proceeding, or claim of either classification before final adjudication as to the director, officer, committee member or agent, the right of indemnification shall exist (except as to amounts paid or payable to the Club pursuant to such settlement) but only to the extent, if any, which the Board of Directors may in such case authorize.

The foregoing rights of indemnification shall not be exclusive of any other rights to which such director, officer, committee member or agent may be entitled as a matter of law and shall be applicable whether or not he/she continues to be such director, officer, committee member or agent when incurring any expenses or costs herein before mentioned. In proper cases a committee composed of the disinterested members of the Board of Directors may exercise powers hereby conferred upon the Board by majority action of such committee. The term "action, suit, or proceeding" as herein used, shall include both civil and criminal suits and proceedings. This Bylaw shall be applicable only to persons who at the time of the adoption of this Bylaw are directors, officers, committee members or agents of the Club, or who thereafter becomes, directors, officers, committee members or agents.



## 5.12 Nominating Committee

The annual election of officers and directors shall be held at the Annual Meeting of the Club in each year. On or before the first of July, the Board of Directors shall elect a Nominating Committee composed of at least five voting members of the Club in good standing, and the Chairman of the committee shall be the most recent Past Commodore. Said committee shall nominate a voting member of the Club for each office, including that of directors and officers.

## 5.13 Election of Officers and Directors

At least thirty days before the Annual Meeting, the nominating committee will report their nomination for directors to the Secretary. Within five days after receipt of this report the Secretary shall cause to be prepared, and mailed to all voting members, a ballot containing the names of those nominated and at least three additional lines for alternate choices, and with a notation to vote for no more than the number of directors to be elected. The Secretary and two directors, designated by the Board of Directors, shall tabulate and report the results of such election to the Board of Directors.

## Article VI: Standing Committees

### 6.1 General

The standing committees shall have such powers and duties as may be delegated to them by the Bylaws or from time to time by the Board of Directors. All action by the committee shall be subject to approval by the Board of Directors. Only voting members of the Club shall be eligible for appointment of committees.

### 6.2 Budget and Finance Committee

The Budget and Finance Committee shall consist of the Treasurer and at least three (3) other members. It shall do the following:

Develop a financial plan encompassing detailed categories of income and expenditures for the fiscal year immediately ahead. Such plan shall be submitted to the Board of Directors, and, when approved by the Board (with or without modification), it shall become the budget of the Club.

Monitor actual expenditures to assure compliance with prescribed limitations, and recommend to the Board any revisions which may become necessary. Periodic reports



depicting the then current status of budgetary compliance shall be submitted to the Board quarterly, or as often as the Board may otherwise prescribe.

Develop estimates of financial needs for the following five years in conjunction with, and as an aid to, the Long Range Planning Committee.

Supervise the Club's accounting and review the financial impact of any programs proposed by the Board, and make appropriate comment to the Board prior to the adoption of such programs.

### 6.3 House and Grounds Committee

Subject to the consent and approval of the Board of Directors, the House and Grounds Committee shall have the management of the clubhouse, and of the Club employees, and may make rules for the conduct of members and their use of the Club premises, and property. Through their Chairman, they shall render a written report and shall make reports during the year when called upon by the Club or the Board of Directors.

### 6.4 Membership Committee

The Membership Committee shall consist of at least five (5) members, one of which shall be the Club Secretary, and shall have charge of all matters relating to obtaining, admission, and investigation of new members, subject to these Bylaws, and under the direction of the Board of Directors. The committee shall develop an ongoing program to attract new members to the Club, set annual targets for recruitment of new members and maintain a roll of current members by classes.

### 6.5 Social Committee

The Social Committee shall have charge of all social activities of the Club.

### 6.6 Public Relations Committee

The Public Relations Committee shall:

Work toward the development of harmonious relationships between the Club and the community of Saugatuck.

Communicate matters of interest among and between the Club and its membership.

### 6.7 Harbor Committee

The Harbor Committee shall be in charge of observing the harbor for violations such as wakes, vandalism and all other problems. They shall work in conjunction with the city,



state and county authorities in discharge of their duties and shall report violations and recommend actions to the Board of Directors.

## 6.8 Long Range Planning Committee

The Long Range Planning Committee shall without respect to what presently exists, plan for future facilities and programs which will aid the Club in carrying out its objectives, and shall act as a “sounding board” to and from the Board of Directors relative to the future needs of the Club and its members.

## 6.9 Safety Committee

The Safety Committee Shall:

Promote a “Safety Culture”, both on and off the water to the membership and others.

Work closely with the Board, Bridge, and the other committees to ensure club policies, operations, and functions are consistent with safe practice.

Be familiar with and communicate as necessary with the appropriate organizations (U.S. Coast Guard, U.S. Coast Guard Auxiliary, United States Power Squadrons, etc.) in order to provide our membership with up to date safety and enforcement information as well as vessel safety checks.

Provide educational opportunities for the membership to become more proficient in all safety matters including but not limited to: boater safety, first aid, and Federal and State requirements for recreational boats and America’s Waterway Watch.

## 6.10 Junior SYC Committee

The Jr. SYC Committee shall be responsible for planning and supervising activities designed for the children and grandchildren (up to age 18) of Singapore Yacht Club Members in good standing. Its purpose is to promote the involvement, development, and fellowship among the next generation of future SYC Members, and to encourage other boating enthusiasts with children to consider joining SYC.

## Article VII: Meetings

### 7.1 Regular Meetings of Members

The Annual Meeting of the membership shall be held on the first Saturday following Labor Day each year at a place and time designated by the Board of Directors,



providing that said Annual Meeting may be adjourned to any date no later than October 1st of each year by a majority vote of the Board of Directors.

## 7.2 Special Meetings of Members

Special meetings of the members of the Club may be called by the Commodore or shall be called by the Commodore upon the written request of three members of the Board of Directors or shall be called by the Commodore upon the written request of ten percent (10%) of the voting members in good standing. No business other than that stated in the call shall be transacted at such special meeting.

## 7.3 Quorums at Meetings of Members

Ten percent (10%) of the members entitled to vote shall constitute a quorum at all meetings of the members of the Club. A majority vote cast on all matters shall prevail unless otherwise provided.

## 7.4 Meeting Notices

Notices of all meetings of club members shall be mailed by the Secretary to each voting member's last known address at least fifteen days prior to the date of each meeting.

## 7.5 Regular Meetings of the Board of Directors

The Board of Directors shall meet at least four times each year at such time and place as they shall from time to time determine. Voting members of the Club in good standing may attend as observers.

## 7.6 Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called at any time by the Commodore, or upon the written request of three (3) or more directors addressed to the Secretary of the Club. No business other than that stated in the call shall be transacted at such special meetings.

## 7.7 Quorums at Meetings of Board of Directors

Six members shall constitute a quorum for the transaction of business while there are two vacancies on the Board of Directors, and thereafter seven members shall constitute a quorum.



## 7.8 Taking Action without a Meeting

Action required or permitted to be taken by a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing. The written consent shall be filed with the minutes of the proceeding of the Board or committee. The consent has the same effect as a vote of the Board or committee.

## 7.9 Explanation of Board Action

The Board may take action at a regular or special meeting of the Board by majority vote. Board action can also be taken without a meeting by unanimous written consent of all Board members then in office as described in Section 7.8. If the Board is not unanimous as to taking a particular action without a meeting by unanimous written consent as described in Section 7.8, then no action may be taken except by a vote at a regular or special meeting of the Board of Directors.

## 7.10 Absence from Meeting

A director who is absent from a meeting of the Board or a committee thereof of which the director is a member is presumed to have concurred in any action taken at such meeting unless the director files a dissent with the secretary of the Club within a reasonable time after obtaining knowledge of the action. If a member of the Board of Directors is absent from three (3) consecutive regular meetings of the Board without valid reason the office shall become vacant and the remaining members of the Board may elect any voting member of the Club in good standing to fill the unexpired term of the director so vacating the office.

## 7.11 Ballots

Any action the members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the Club provides a ballot to each member that is entitled to vote on the action in the manner for providing notice of meetings of members. The ballot provided to members shall meet all of the following:

- Set forth each proposed action.

- Provide an opportunity for the members to vote for or against each proposed action.

- Specify a time by which the Club must receive a ballot in order to be counted as a vote of the member. The time specified shall be not less than 20 or more than 90 days after the date the Club provides the ballot to the members.





An action is considered approved by the members by ballot if the total number of members voting or the total number of member votes cast in ballots received by the Club by the time specified in the ballot equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes cast by ballot. An invalid ballot, an abstention, or the submission of a ballot marked “abstain” with respect to any action does not constitute a vote case on that action.

Except as otherwise provided in the Articles of Incorporation or Bylaws, a member may not revoke a ballot received by the Club.

If at least 10% of the member votes submit a proposal for action by the members, the Club shall include the proposed action in a ballot and submit that ballot to the members as provided in this section.

## 7.12 Inspectors of Election

The Commodore or the Board of Directors may appoint one or more inspectors. If appointed, the inspectors shall determine the number of members and the voting status of each member, the votes represented at the meeting, the existence of a quorum and shall receive votes, ballots or consents, hear and determine challenges or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all voting members. On request of the person presiding at the meeting, the inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report shall be prima facie evidence of the facts stated and of the vote as certified by the inspectors.

## Article VIII: Fiscal Year

The fiscal year of the Singapore Yacht Club shall be the calendar year.

## Article IX: Amendments

These Bylaws may be amended by an affirmative vote (or consent in writing), of the majority of those voting of the life and regular members then in good standing, providing that at least twenty percent (20%) of such eligible members vote, and provided any



such amendment has been submitted to each voting member in writing at least two weeks prior to the meeting at which such amendment is to be considered and posted upon the bulletin board in the club house.