

BY-LAWS OF THE BIRMINGHAM SAILING CLUB

ARTICLE I - NAME

The name of the Club, as recorded in the office of the Judge of Probate at Jefferson County, Alabama, is BIRMINGHAM SAILING CLUB, INC.

ARTICLE II - PURPOSE

The principal purpose of the Club shall be to provide good sailing programs to satisfy the various tastes and desires of members, and to promote sailing and sailboat racing among the members for skill and pleasure; to promote water safety, encourage a harmonious friendly atmosphere for social activity, and to provide a comfortable Club house and good docks and facilities to carry out the Club's programs and its responsibilities to its members.

ARTICLE III – OWNERSHIP

1. The ownership of the Club shall reside in voting memberships.
2. The combined total of voting memberships shall not exceed 175 with the following exceptions.
 - A. A. Non-Resident Members returning to Charter, Regular or Spousal membership status.
 - B. B. Sons or daughters of voting members applying for voting membership.
 - C. C. Spousal members converting to Regular members.
3. The combined total of non-voting memberships shall not exceed 50 with the following exceptions:
 - A. A. Sons or daughters of voting members applying for non-voting membership.
 - B. B. Non-Resident Members.

ARTICLE IV - MEMBERSHIP

1. There are two classes of membership, voting and non-voting. Voting memberships shall consist of Charter, Regular and Spousal Memberships. Non-voting Memberships shall consist of Associate, Intermediate, Student and Non-resident Memberships.
2. Members who hold voting memberships shall be referred to as voting members for purposes of definition in these by-laws.
3. Charter Memberships shall be those individuals who were accepted as members prior to June 10, 1963.

4. Regular Memberships shall be those individuals who shall have attained the age of twenty-one (21) years and who applied for and were accepted as members for this membership subsequent to June 10, 1963.
5. Spousal Memberships shall consist of legally married couples, each of whom shall have attained the age of twenty-one (21) years, who applied for and were accepted for this membership. Each individual of a Spousal Membership will be a member and shall be known as a Spousal member.
6. Intermediate Memberships shall be limited to those individuals who have not attained the age of twenty-eight (28) years, and who are not otherwise eligible for Student Membership and who applied for and were accepted as members for this membership.
7. Student Memberships shall be limited to those individuals who shall have attained the age of eighteen (18) years, but who have not attained age twenty-five (25), and who are full time students in high school or institutions of higher learning and who applied for and were accepted as members for this membership.
8. Associate Memberships shall be limited to those individuals who shall have attained the age of twenty-one (21) years and who applied for and were accepted as members for this membership. The term of an Membership is for one year from the date of acceptance by the membership. They may be renewed on an annual basis by the Board of Governors. The Board of Governors has the right to refuse to renew Associate Memberships.
9. Non-Resident Memberships shall be limited to Charter and Regular members and both members of a Spousal Membership who either (i) reside more than a 150-mile radius from the Club, or (ii) reside more than a 60-mile radius from the Club and are full dues-paying, regular members in good standing of another sailing or yacht club associated with the Dixie Inland Yacht Racing Association (or its successor if it ceases to exist), as certified to the Secretary of the Club by the Secretary of such other sailing or yacht club.

Application for transfer to Non-Resident Membership status shall be made in writing to the Board of Governors and shall be effective when approved by the Board. Non-Resident Members may change to their previous status by paying appropriate dues. A former Regular Member or Spousal Membership shall pay a reinstatement initiation fee of \$125.00 before returning to the status of Regular Member or Spousal Membership.

ARTICLE V - MEMBERSHIP PROCEDURES

1. Candidates for membership shall submit a fully completed application along with a check for the \$400.00 initiation fee if applying for voting member status. The initiation fee will be fully refunded if the application is

denied. All applications must be approved by the Board of Governors before being submitted to the membership. After such approval, the applicant's name shall be posted on the club web site. Unless negative responses are received by the club Membership Chairman from three (3) or more voting memberships within fifteen (15) days from the date of the posting, the applicant will be approved for membership. Three (3) or more negative responses from voting memberships will disqualify an applicant for membership.

2. To encourage development and maintenance of healthy and active fleets of one design boats, applications for a voting membership will be accepted and considered for approval only when the prospective member owns and sails a one design boat of a class in which there are already at least 2 boats in the Club. When, due to a full membership or other policies prescribed herein, such applications cannot be processed promptly, they will be placed on a waiting list and held until processing is permissible.

When total voting membership is within five (5) of the maximum specified in the by-laws, membership applications for voting memberships will be limited to those of prospective members who own class boats of the types in Club sanctioned fleets, and who have demonstrated interest in sailing in these fleets.

3. The Secretary shall cause to be issued to each member a certificate or card evidencing membership. Such certificate or card is to be signed by the Commodore and countersigned by the Secretary.
4. A Charter Member in good standing may transfer his membership, by written request to the Secretary, to another member of his immediate family, or to a previous spouse if divorced no longer than six (6) months prior to the written request. The transferee must acknowledge and confirm his or her acceptance of the membership in writing to the Secretary within ninety (90) days of the Charter Member's written request. Upon acceptance of the membership by the transferee the membership shall become a Regular Membership. No membership application is necessary and no approval of the membership is required. No transfer fees or additional initiation fees shall apply, but membership dues for Regular Membership, along with the rights, privileges, and obligations attendant to such membership, shall apply as of the date of the transfer.
5. By notice in writing to the Secretary, a Regular Member may authorize transfer of his or her membership, provided the membership is in good standing, to his or her spouse, or a previous spouse if divorced no longer than six (6) months prior to the written notice. To accomplish finalization of the transfer, said spouse, or said previous spouse, must, within ninety (90) days of said written authorization and while the membership is in good standing, confirm his or her desire to accept the membership by submitting a fully completed membership application for approval as

provided for in these By-Laws. Upon approval, the applicant becomes a Regular Member. No transfer fees or additional initiation fees will apply. Regular dues on the membership will apply without interruption.

6. Spousal Memberships.

A. Any Charter or Regular member in good standing may request transfer to Spousal Membership by submitting an application signed by the member and spouse. Upon approval by the Board, the request shall be submitted to the membership for approval in the same manner as all other candidates for membership.

B. A legally married couple may apply for Spousal Membership under the same conditions as any Regular member candidate. Both spouses must sign the application and indicate that they are applying for Spousal Membership.

C. A former Charter member, who wishes to transfer his Charter Membership in accordance with the provisions of these By-Laws, must first dissolve the Spousal Membership.

D. If a Spousal Membership is dissolved due to resignation or death or divorce, the following apply:

1. The resignation of Spousal Membership must be signed by both members. In the event that only one party of a Spousal Membership desires to resign, only that member needs to submit a letter of resignation.
2. If only one member wishes to retain membership, that member will retain the membership and revert to his or her previous membership classification if any, else to Regular Membership. No transfer fees will apply. Regular dues on the membership will apply without interruption.
3. If both parties wish to retain membership, each will revert to appropriate membership classification; however a total of one additional Regular initiation fee will be required, unless both parties were members before electing of Spousal Membership. If the parties can not agree upon who will pay the total of one additional Regular initiation fee, then each will be credited with one-half of the Regular initiation fee and each must pay the balance to retain their memberships.

7. Associate Membership.

A. An Associate member need not own or have a boat.

B. The Board of Governors will develop criteria upon which to base its decision for renewal of Associate Memberships.

- C. An Associate Member who has been renewed four times shall thereafter apply for Regular, Spousal or Intermediate membership and the requirements for boat ownership or type shall not apply.
- D. After four years as an Associate Member, the member will be automatically converted to a voting member status upon approval of the Board. The requirements for boat ownership will be waived. An Associate member may apply to the board for voting member status within the four year period if the boat ownership requirements have been met. If approved for voting member status, the member will be given \$100.00 credit toward the initiation fee for each year of Associate Membership for which dues have been fully paid.
- E. An Associate Member who applies for Regular, Spousal or Intermediate membership shall make an application in accordance with the By-laws.
- 8. In case of the death of a Charter or Regular Member in good standing, the surviving spouse may, within (6) months of the member's death and while the membership is in good standing, apply for a transfer of the membership, as a Regular Membership, to himself or herself, as suits the case, by so stating such desire and submitting a fully completed membership application as provided in these by-laws. Upon approval, the applicant becomes a Regular Member. No transfer fees will apply. Regular dues on the membership will apply without interruption.
- 9. A Student Member in good standing who becomes ineligible for Student Membership may apply for Intermediate or Regular Membership by submitting a fully completed membership application for approval as provided for in these By-Laws. Upon approval, the applicant must pay any additional initiation fees required.
- 10. An Intermediate Member upon attaining the age of twenty-eight (28) may transfer to Regular Membership without application. An Intermediate Member who transfers to Regular Membership must pay any additional initiation fees required.
- 11. Any member may resign his or her membership by notice to the Secretary in writing, who shall report such resignation to the Board of Governors at its next meeting. Any indebtedness to the Club by the resignee shall be due and payable at the time the request for resignation is made. In the event of resignation and re-election, the date of membership shall be the date of re-election.
- 12. If any member of the Club shall be charged in writing by any voting member or members with conduct injurious to the character and welfare of the Club, the Board of Governors shall thereupon cause a statement of such charges, together with notice of not less than fourteen (14) days of the time and place where the Board of Governors shall meet for the

consideration thereof, to be mailed to the member charged at the members address as it appears on the records of the Club. At the time and place specified in the notice, the Board of Governors shall consider the charge and an opportunity to be heard shall be given to the member charged. If the Board shall be satisfied with the truth of the charge, the member may, by a two thirds (2/3) vote of the Board of Governors present at the meeting, be censured, suspended for a period not exceeding one (1) year, or expelled, except that no member may be suspended or expelled unless at least seven (7) Governors vote in favor of such suspension or expulsion.

ARTICLE VI - FEES AND DUES

1. Effective January 1, 1996, initiation fees for each class of membership shall be as follows:

Regular Membership \$400.00

Spousal Membership \$400.00

Intermediate Membership \$200.00

Student Membership \$35.00

Associate Membership none

2. Effective January 1, 2009 dues for each class of membership shall be as follows:

Voting Memberships \$85 quarterly or \$300 per calendar year if paid in January of that year.

Intermediate Membership \$65.00 quarterly

Student Membership \$65.00 quarterly

Associate Membership \$100.00 quarterly

Non-Resident Membership \$50.00 annually

3. Effective January 1, 1996, transfer initiation fees from one class of membership to another shall be as follows:

From Student to Intermediate \$165.00

From Student to Regular \$365.00

From Intermediate to Regular \$200.00

From Associate to Intermediate \$200.00

From Associate to Regular \$400.00

4. The amount shown on regular quarterly statements shall be due on the first day of the calendar quarter. A member as much as sixty (60) days in arrears shall have his name posted on the Club web site, and he shall forfeit his right to vote and to participate in Club activities. Each year, the Treasurer shall present to the board a list of members with outstanding balances and the Board shall determine members to be terminated for non payment of dues. Members will be notified of membership termination by the Treasurer. To be reinstated, any member so terminated shall be required to submit a fully completed membership application for approval as provided for in the by-laws and pay any initiation fees required by the by-laws.
5. Charter Members shall be refunded \$200.00 upon resignation, but not until his vacated membership has been filled.
6. The proceeds of all dues, fees, and assessments, shall be kept on deposit in a reliable banking institution in the name of the Club and shall be paid out only in the manner herein prescribed. Club funds shall be disbursed by check bearing the signatures of the Treasurer and any one of the other three presiding officers. Should the Treasurer be unavailable, the Board of Governors shall have the authority to appoint one of the three remaining officers to act in his or her stead.
Club funds shall be disbursed only with the approval of the Board of Governors. Disbursements of \$100.00 or less may be sanctioned by the Commodore and submitted periodically to the Board of Governors for approval.

ARTICLE VII - FLEET SANCTIONING

1. To encourage and promote a strong program of one design sailboat racing, the Board of Governors will confer official recognition upon fleets of class boats which develop within the Club to an acceptable level of organization and activity. It shall also be the responsibility of the Board of Governors to officially withdraw recognition and activity as a fleet to warrant continued official recognition. The manner in which this will be achieved is described in this Article.
2. Fleets within the Club which meet the standards of fleet organization and activity specified below will, upon approval of the Board of Governors, officially become Club sanctioned fleets.
 - A. Each such fleet must have a minimum of five (5) members who own and sail boats of the same class in races conducted, sponsored, and/or approved for this purpose by the Club.
 - B. The fleet must be chartered by the national association of the class.
 - C. A majority of the members of the fleet must be members of the national association of the class.

3. The procedure for making additions and/or deletions to Club sanctioned fleets shall be as follows:

ADDITIONS: a minimum of five (5) Club members who own and sail a nonsanctioned boat may submit a written petition to the Board of Governors, through the Membership Chairman, to add that class to the list of Club sanctioned fleets, provided that:

- A. The above described conditions for a sanctioned fleet have been met.
- B. There is a reasonable likelihood that the new fleet will become a viable Club fleet.
- C. The petition is endorsed by the simple majority of the captains of the currently established sanctioned fleets.

It will be the Membership Chairman's responsibility to take the following action before he presents the petition to the Board of Governors:

- A. Review the petition to determine its validity and compliance with the above stated requirements.
- B. To inform Club members of the petition by its publication in the Hornblower, or other suitable means.
- C. Without undue delay, but no earlier than two (2) weeks after publication, present the petition to the Board of Governors with his recommendations.
- D. To inform Club members of the result of action taken by the Board of Governors on the petition, by publication in the "Hornblower" or other suitable means, within thirty (30) days after such action by the Board of Governors.

An affirmative vote of six (6) Board members will constitute approval of the fleet for status as a Club sanctioned fleet.

DELETIONS: Any fleet may lose its status as a Club sanctioned fleet by a vote of at least a three-fourths (3/4) majority of the Board of Governors when either of the following conditions exist:

- A. The fleet fails to renew its national charter for two (2) consecutive years.

Failure of the fleet, for two (2) consecutive years, to have at least five (5) of its members who are members of the Birmingham Sailing Club receive credit for sailing fifteen (15) races per year. Credit will be given for participation in any club sanctioned events. Credit is given to fleet members only for races where that fleet has at least three (3) starters.

ARTICLE VIII - OFFICERS-DUTIES

1. The officers of the Club shall consist of a Commodore, Vice Commodore, Secretary, and Treasurer.
2. Any voting member in good standing shall be eligible for election to the above offices.
3. It shall be the duty of the Commodore to command the Sailing Club, to preside over all meetings of the Club and Board of Governors, and to enforce the laws and regulations of the Club. He shall be an ex-officio member of all committees and shall perform such executive duties as may arise.
4. It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties and officiate in his absence.
5. It shall be the duty of the Secretary to attend all meetings of the Board of Governors and the membership and to maintain record of all these proceedings and record these reports in a permanent minute book. He shall maintain a roster of the membership. He shall keep a record of sailboats and powerboats, by name, number, type or class, and ownership, of all such boats owned by Club members and stored on Club facilities.
6. The Treasurer shall be custodian of all funds of the Club. The Treasurer shall collect all dues, fees, rents, issuing a receipt of the Club for the same duly signed by the Treasurer. He or she shall deposit all funds of the Club in a bank or banks as authorized by the Board of Governors. He or she shall maintain an accurate record of each member's account so as to reflect at all times the standing of such account. The Treasurer shall maintain books and records in sufficient detail and in such form as to comply with accepted accounting standards so as to reflect periodic audits by state, federal, and other governmental officials or agents. He or she is authorized to disburse the funds of the Club in accordance with the banking resolutions as adopted by the Board of Governors. The Treasurer shall provide the Club with a fidelity bond in the form and amount to be approved by the Board of Governors.
The Board of Governors may appoint assistants to the Secretary or to the Treasurer, or to both. The Secretary or the Treasurer may delegate their authority to their respective assistants, but shall not by such delegation be relieved of the responsibility of their offices.

ARTICLE IX - BOARD OF GOVERNORS

1. There shall be a Board of Governors to consist of eleven (11) voting members; the Commodore, the Vice Commodore, the Secretary, the Treasurer, the immediate past commodore, and six (6) members elected from the Club at large. Officers shall be elected to serve for one year. The members elected from the Club at large shall serve for three year

terms and two of them shall be elected at each Annual Meeting of the membership. In the case of vacancies caused by death, resignation or otherwise, additional members at large shall be elected at the Annual Meeting to fill unexpired terms. Membership on the Board of Governors is limited to voting members.

2. Only one spouse in a Spousal Membership may serve on the Board of Governors at any one time.
3. The Board of Governors, acting within the provisions, intent, and limitations of the by-laws, shall have the control and management of the grounds, buildings, and property of the Club. It shall have power within the provisions, intent, and limitations of the By-Laws, to make or authorize all contracts for purchases, improvements or repairs, to prescribe rules for the use of the facilities of the Club, to make such rules and regulations as may be necessary for the government of the Club and its members, and to alter and amend same; to fix penalties for violations of rules, and to enforce same, to call special meetings of the Club to consider specific subjects; to make rules for its own government, and to fix and enforce penalties for the violation of such rules; to fill vacancies in the Board of Governors and offices caused by death, resignation, or otherwise, until the next Annual Meeting of the Club; to censure, fine, suspend or expel from the Club any member, for just cause, by an affirmative vote of not less than seven (7) of its members, a copy of charges having first been furnished to the accused with an opportunity for him to be heard in his own defense; to generally manage and conduct all matters necessary for the welfare of the Club, when such duty is not imposed upon some specific officer by the by-laws.

In the event any member of the Board of Governors is unable to attend any meeting of the Board, he shall have authority to give his written proxy to a voting member of the Club, who shall be entitled to attend such meeting and cast the vote of such absent member.

A majority of the members of the Board of Governors and their proxies shall constitute a quorum.

4. The Board of Governors shall, at its discretion, determine the adequacy of insurance to be maintained by the Club. In the event that the total premiums for such adequate insurance shall exceed twenty (20) percent of the dues income in any one calendar year, the Board may authorize an assessment of the membership, except Non-Resident Members, not to exceed twenty (20) percent of the annual dues, to help pay the excess premiums. This shall constitute the Board's only power to assess the Membership.

ARTICLE X - PRIVILEGES & OBLIGATIONS

1. Only the following persons are permitted to use the facilities of the Club:

- A. Members
 - B. The spouse of a member.
 - C. A member's son or daughter under the age of twenty five (25) and living with their parents.
 - D. Non-member guests when personally escorted by a member or the spouse of a member.
2. A voting member's son or daughter under the age of twenty-five (25) may personally bring to the Club two (2) non-member guests.
 3. A member shall at all times be responsible for the conduct of his or her guests or the guests of members of his or her family.
 4. All members are urged to serve the Club with more than the payment of dues. The Club will only be as successful as the commitment of its members to contribute time and effort to the Club's maintenance, programs, facilities, committees and governing.

ARTICLE XI - COMMITTEES

1. All members are eligible to serve on committees.
2. The standing committees shall be as follows: Entertainment Committee, Race Committee, Membership Committee, House Committee, Grounds Committee, Junior Sailing Committee, and Finance Committee.
3. The Entertainment Committee shall provide parties and other functions for the entertainment of the membership and guests. The Committee chairman shall submit to the Treasurer an accounting of the receipts and expenses related to each function.
4. The Race Committee shall be charged with the duty of conducting all races, regattas, and other aquatic sports engaged in by the Club.
5. The Membership Committee shall be charged with responsibility of screening all prospective members, and initiating policy changes regarding new members.
6. The House Committee and the Grounds Committee, jointly and working together, shall have the responsibility of promulgating all rules pertaining to house and grounds, subject to approval of the Board of Governors; and shall be in charge of all employees and properties owned by the Club; and shall be charged with the responsibility of supervising the construction of Club facilities.

7. The Junior Sailing Committee shall provide programs for the encouragement, teaching and training of sailing for sons and daughters or young guests of members.
8. The Finance Committee shall be responsible for audits, analysis of the Treasurer's report, preparation of budgets, and shall make certain that all assets of the Club are properly insured.
9. The Commodore may appoint other committees, with the approval of the Board of Governors, as he may deem necessary.

ARTICLE XII - MEETINGS

1. An Annual Meeting of the membership of the Club shall be scheduled during the fourth quarter of the calendar year on a date and place to be determined by the Board of Governors.
2. Special meetings of the Board of Governors or the membership may be scheduled by the Commodore as often as the business of the Club requires.
3. The Commodore must call special meetings of the membership or the Board of Governors on the written request of a majority of the members of the Board of Governors or fifteen (15) percent or more of the membership.
4. On specific questions, the Commodore may poll the Board of Governors by email, and such vote by email, subject to quorum requirements, shall have the full force and effect as if taken at a meeting of the Board of Governors.
5. Written notice of all meetings of the membership shall be posted on the club web site and emailed to each member, at the email address shown on the rolls of the Club, at least twenty (20) days prior to the date of the meeting, and shall specify the time and place the meeting is to be held.
6. All meetings shall be conducted in accordance with Robert's Rules of Order as Revised.
7. A quorum for membership meetings shall consist of at least forty (40) percent of the total voting memberships, present or by proxy. A quorum, once established, exists throughout the meeting.
8. Voting privileges shall extend only to voting memberships. Each voting membership shall be entitled to one vote which may be cast in person or by proxy by a voting member duly appointed in writing by the membership. Spousal Memberships may divide their vote.

ARTICLE XIII - ELECTIONS

1. The Board of Governors shall be elected at the Annual Meeting to serve as prescribed in Article IX of these By-Laws.
2. A slate of officers shall be provided by the Nominating Committee and mailed to each member with the notice of the Annual Meeting. Further candidates for officers and Board of Governors may be provided by voting members at the Annual Meeting.
3. Newly elected officers and governors shall assume office on January 1 of the year following their election.
4. The Commodore shall appoint a Nominating Committee consisting of one (1) present Board Member, one (1) past commodore, two (2) voting members who are not officers nor Board Members, and the Commodore himself, making a total of five (5) members of the Nominating Committee.
5. The Nominating Committee shall be appointed at least forty (40) days prior to the Annual Meeting and does not need to be approved by the Board of Governors.

ARTICLE XIV - AMENDMENTS

1. These by-laws may be amended by two-thirds (2/3) vote of the voting memberships present, either in person or by proxy, at any annual or special meeting, provided a quorum for a membership meeting is present.
2. An amendment to these by-laws must be proposed in writing and signed by at least seven voting memberships. Such proposed amendment by the membership shall be submitted to the Secretary who shall submit it to the next meeting of the Board for its review and comments. The Board must submit the membership amendment to the membership by at least the next Annual Meeting, allowing for proper notification.
3. The Board of Governors may submit amendments to these by-laws by a affirmative vote of at least seven (7) members of the Board.

All amendments submitted to the membership for vote shall be accompanied by the position of the Board of Governors on the amendment. The submitter(s) of an amendment may also submit a brief statement of explanation, which will accompany the membership notification.

The Secretary shall give notice in writing to the membership of any proposed amendments at least twenty (20) days prior to the meeting of the membership, which will consider the amendments.

As adopted, November 11, 2008