

**FIRST AMENDED AND RESTATED
BYLAWS
OF
ALAMEDA YACHT CLUB, INCORPORATED**

Article I

NAME

The name of the club shall be: ALAMEDA YACHT CLUB, INCORPORATED.

Article II

PURPOSE AND OBJECTIVES

To provide a meeting place for members; to promote social activities among members; to foster exchange of ideas and development of common interest with respect to boating in general; to gather and disseminate such information as the members may desire to aid them in their boating activities; to encourage contact with other similar clubs devoted to boating.

Article III

CLUB BURGEE

The signal flag of the Club shall be a white swallow tail flag, with a star in each upper corner, and "A" centered, with an anchor in back of the "A".

Article IV

BOARD PENNANTS

The officers of the Club are entitled to fly the customary yacht club pennants for their respective offices.

Article V

SEAL

The seal of the Club shall be fouled anchor and the words - ALAMEDA YACHT CLUB, INCORPORATED 1985 - around the anchor.

Article VI

CLUB MEMBERSHIP

Section 1.

Definition of membership: When an initiation fee is paid, a membership is created which may include a spouse, a designated person who resides in the same household, and dependent persons under the age of twenty-one years who reside in the household. A membership is a single unit entitled to single vote.

Section 2.

Classes of membership: Membership in the Club shall be divided among the following classes: Junior - Regular - Honorary.

Section 3.

Number of memberships: Memberships shall be limited to 200 Regular memberships. There is no limitation to Junior or Honorary memberships.

Section 4a.

Regular Membership Privileges:

- The privilege to one vote on affairs of the Club which are a subject at a meeting of the Club;
- Eligibility to serve as officer, director, and/or committee member of the Club;
- To fly the Club Burgee;
- To carry a card identifying the member as a Regular Member of the ALAMEDA YACHT CLUB, INCORPORATED;
- To enter all activities scheduled by the Club;
- To use the Club facilities subject to Club rules and/or regulations;
- To exercise reciprocal privileges with other yachting groups which extended same to ALAMEDA YACHT CLUB, INCORPORATED.

Section 4b.

Eligibility: Any person 21 years of age and older is eligible for Regular Membership in Alameda Yacht Club, Incorporated. The Alameda Yacht Club shall not discriminate based on race, color, religion, sex and national origin in all terms, conditions and privileges.

Section 4c.

Dues: Membership dues for each class of membership shall be established by approval of three-quarters of the Board of Directors.

Section 4d.

Initiation fee: Membership Initiation Fee shall be established by approval of three quarters of the Board of Directors.

Section 5.

Junior Membership: Juniors shall be those persons elected to membership who are less than 21 years of age. A Junior Member may advance to Regular Membership status on their 21st birthday.

Section 6.

Honorary Membership: Any person, whether a Club Member or not, whom the Club shall wish to honor, may be proposed to the Board of Directors for Honorary Membership. Election shall be by majority vote of the Board of Directors. An Honorary Member shall be accorded all the privileges of a Regular Member except those of voting or holding office. Honorary Members will be assessed no dues or initiation fee. All Honorary Memberships shall expire at the time of each annual election, but an individual may be re-elected as an Honorary Member on a year-to-year basis.

Section 7.

Membership Status: Upon termination of Membership, any financial interest shall revert to the Club, except for such special interest as the Club acknowledges by written statement. In case of death of a member of a married couple, the Membership may go to either Member, but in no case can two Memberships be created should this occur. The Board shall be informed of the person retaining the Membership.

Section 8.

Resignation: Any member may resign upon giving written notice to the Board of Directors. If the Membership is in good standing, that is, has paid all dues and other indebtedness to the Club, the Membership shall be entitled to reinstatement in the Club without requirement to pay the Initiation fee a second time. If the Membership is not in good standing as described above, the Membership forfeits all rights to reinstatement.

Section 9.

Waiver of Dues: The Board of Directors may grant a waiver of dues under any of the following conditions:

- a. The Membership leaves Northern California to attend school;
- b. The Membership moves out of Northern California on a basis of temporary relocation;
- c. The Membership shows a case of personal hardship, as in the case of a long illness.

A member must initiate a request for a waiver of dues. Information must be provided to the Board of Directors to demonstrate:

1. That the case meets the specifications of item a, b, or c above;
2. It is indeed temporary, meaning the Membership has a reasonable expectation of returning to Northern California, etc.;
3. That the Membership will be inactive for at least six months. Cruising status shall be extended to any Membership who desires to leave the Northern California Waters on any seagoing vessel. The following conditions must be met.
 - a. The trip is not a form of employment.
 - b. The Membership must be in good standing.
 - c. The Membership must request a Cruiser's kit and complete the information sheet. Membership must be in good standing for the six months prior to effective date of this request.
 - d. Renewal of Cruising Status must be done on an annual basis accompanied by a fee of \$5.00 US in the currency of the country where Membership is located upon anniversary. Overseas mail is difficult, allowances shall be made for timely correspondence by review of postmark.
 - e. Upon return from cruising, Membership shall receive a thirty day grace period from the end of the month arriving in the San Francisco Bay of California. Then regular dues payments shall be required and Cruising Status shall be void. Upon determining that these conditions have been met, the Board of Directors may grant Cruising Status in annual increments which shall include waiver of dues.

Article VII

ELECTION OF MEMBERSHIP

Section 1.

Candidates for Membership to Junior and Regular Categories shall be proposed by a Regular Member in good standing who knows the candidate personally. Proposals of candidates must be made in writing on application forms so provided, signed by the proposer, and accompanied by the initiation fee and such dues as defined by the Board of Directors. Applications must be sent to the Secretary who shall post them for a minimum of 10 days at the Clubhouse. A copy shall be furnished to the Membership Committee who shall investigate the proposed member and present finding to the Board of Directors.

Section 2.

Objections to a candidate by a Regular Member must be made in writing and signed. Members' objections must be considered by the Board of Directors. A personal hearing with the objector must be held by the Board of Directors if requested by the objector. No objection is to be considered after the election to Membership.

Section 3.

The Board of Directors shall act on all proposals for Memberships. Except as otherwise provided by these Bylaws, and affirmative vote of three-quarters of the Board shall be required to elect a Member.

Article VIII

INITIATION FEE AND DUES

Section 1.

Initiation fees and dues for classes of Membership shall be fixed by the Board of Directors and may be changed by them from time to time, however, that the Membership be notified in writing of any increase no less than three months in advance of such increase.

Section 2.

All dues shall be paid monthly. Members shall be billed on or about the first of each month. The bills are due and payable on or before the 15th of each month. Semi-annual or annual payment of dues will be accepted.

Section 3.

Indebtedness to the Club not discharged by the 15th of the month shall be delinquent. Any Membership remaining delinquent for two months will have their names posted in the Clubhouse. Any delinquency for three months shall forfeit all rights and privileges in the Club. The Board of Directors may, at its discretion and for good cause shown, reinstate any Member whose Membership has been suspended or forfeited for delinquency. Reinstatement shall be effective as of the date of the action by the Board of Directors.

Article IX

DISCIPLINE

Any Membership may be suspended or expelled for cause by action of the Board of Directors as follows:

1. The Membership shall be furnished with a written notice of grievances and an opportunity to respond within ten days;

2. Action by the said Member and/or any other Member of the Club shall be documented in writing and presented to the Board;
3. After ten days, the Member shall be furnished with a written statement of the charges against the Member, action taken, and shall be given at least ten days notice of the time when action will be considered by the Board;
4. Every such Member shall have the right to appear before the Board and be heard in answer to the charges before any action shall be taken.

Article X

GENERAL MEMBERSHIP MEETINGS

Section 1.

Semi-Annual meetings of the General Membership shall be held on a date set by the majority vote of the Board of Directors.

Section 2.

Special meetings may be called by the Commodore by a majority vote of the Board of Directors; or by written petition signed by ten percent of the Regular Membership, which petition shall specify, in detail, the propositions to be placed before such meeting. The secretary shall notify the General Membership by mail not less than ten days prior to such meeting.

Section 3.

All classes of Membership may attend meetings but only Regular Memberships, in good standing, may vote.

Section 4.

A quorum shall consist of one-fifth of the Regular Memberships. Unless otherwise provided, any matter may be passed on by the members at a duly called meeting by a majority vote of the Regular Memberships in good standing, provided a quorum is present. There shall be no proxy votes.

Section 5.

Unless otherwise prescribed by the Commodore, the order of meetings shall be as follows:

1. Introduction of Guests.
2. Reading of the Minutes of the last meeting.
3. Reports of the Board Directors.
4. Reports of the Officers.
5. Reports of Standing Committees.
6. Reports of Special Committees.
7. Unfinished business.
8. New Business.
9. Information for the good of boating.
10. Adjournment.

Except where inconsistent with these Bylaws, Robert's Rules of Order shall govern the conduct of all Club meetings.

Article XI

OFFICERS OF THE CLUB

Section 1.

The Officers of the Club shall be such as are elected by the Regular Memberships, and are appointed by the Commodore.

Section 2.

Elective Officers of the Club shall be Commodore, a Vice Commodore, a Rear Commodore, a Port Captain, a Secretary, a Treasurer, and two Directors. The Commodore, Vice Commodore and Rear Commodore shall be the Flag Officers of the Club.

Section 3.

The Appointive Officers of the Club shall consist of two members to the Board of Directors and chairpersons to Standing Committees and Special Committees. All Appointive Officers shall be appointed by the Commodore with the approval of the Board of Directors.

Section 4.

The Elective Officers of the Club shall hold office from November 1 to October 31 of each year or until their successors have been elected and qualified. Should a vacancy occur in any elective office, it shall be filled by the Board of Directors.

Section 5.

No Flag Officer shall hold the same Flag Office for more than two consecutive years.

Section 6.

The retiring Commodore shall act as Staff Commodore for the Club and shall be the advisor to the Commodore and the Board of Directors. The Staff Commodore shall have one vote in the business of the Board of Directors.

Article XII

DUTIES OF OFFICERS

Section 1.

The Commodore shall preside at all meetings of the Club and Board of Directors; shall enforce all rules and regulations; and shall be executive officer of the Club.

Section 2.

The Vice Commodore shall perform the duties of the Commodore in the latter's absence and assists the Commodore in the performance of those duties. The Vice Commodore will coordinate the recruitment, investigation, and presentation of the prospective membership in coordination with the Membership Committee. The Vice Commodore will be Ex-Officio member of the Membership Committee.

Section 3.

The Rear Commodore shall perform the duties in the absence of the Commodore and the Vice Commodore. The Rear Commodore is the administering officer of the Clubhouse, coordinating its use with the House Committee, Social Committee, Regatta Committee and the Club Membership. The Rear

Commodore will be Ex-Officio member of the House Committee, the Social Committee and the Regatta Committee.

Section 4.

The Port Captain shall be responsible for the coordination of visiting fleets of other yacht clubs with Fortman Marina for empty berths. The Port Captain will be responsible for scheduling the use of the Club's boats and their upkeep. The Port Captain shall assist the Rear Commodore in administering the club house.

Section 5.

The Staff Commodore shall be the adviser to the Commodore and the Board of Directors. The Staff Commodore shall be one of the representatives to the Pacific Inter-Club Yachting Association, (PICYA).

Section 6.

The secretary shall file all documents, records, reports and communications of the Club. The Secretary shall keep a true record of the proceedings of the Club in a book provided for that purpose; shall inform new members of their election and provide them with a copy of the Bylaws; shall notify in writing the entire Membership of the election of Officers and, shall notify the directors of meetings. The Secretary shall perform such duties of the office as prescribed in the Bylaws or which pertain to the Office of Secretary and are not otherwise provided for but may be prescribed by the Board of Directors.

Section 7.

The Treasurer shall keep an account of each membership; shall bill the Memberships for dues and collect same; shall notify the Board of Directors of Memberships delinquent for dues and other indebtedness to the Club; shall collect all monies due to the Club; shall furnish a quarterly written report showing the exact financial condition of the Club to the Board of Directors and shall be empowered to sign checks to pay any Club indebtedness.

Article XIII

ELECTION OF OFFICERS AND DIRECTORS

Section 1.

On or before the first day of August of each year, the Commodore shall appoint, subject to the approval of the Board of Directors, a Nominating Committee of five members who shall within thirty days report to the Commodore, its nominations for all Officers and Directors to be filled at the bi-annual meeting to be held in September. The Nominating Committee shall consist of one past or present Commodore, one Director and three Regular Memberships.

Section 2.

The report of the Nominating Committee shall be posted on the bulletin board in the Clubhouse immediately thereafter.

Section 3.

One of the semi-annual meetings of the General Membership shall be held in September of each year by mailing to each Membership a notice of such meeting at least ten days prior. At such meeting, further nominations may be made from the floor.

Section 4.

The election of all Officers shall be held at the Semi-Annual Meeting. A majority vote of the Regular memberships shall elect to office. Voting shall be by written ballot, absentee votes will be accepted.

Section 5.

The terms of the officers shall run from November 1 to October 31 of each year.

Article XIV

REMOVAL FROM OFFICE

Should any Officer or Director be deemed guilty of gross misconduct, charges may be preferred against the Officer or Director in writing by five Memberships of the Club and directed to the Commodore or Secretary. The Commodore or Secretary shall present the charges to the Board of Directors who shall thereupon call a special meeting of the Membership to try such accused Officer or Director. The Officer or Director shall be furnished with a copy of the charges, notifying them of the time and place of the special meeting of the Membership at least ten days prior to the meeting.

A vote of two-thirds of the Regular Memberships in good standing in attendance, providing there is a quorum present, shall be sufficient to sustain the charges and the position of such Officer or Director shall be declared vacant.

Article XV

BOARD OF DIRECTORS

Section 1.

The government of the club shall be vested in the Board of Directors consisting of a Commodore, Vice Commodore, Rear Commodore, Port Captain, Staff Commodore, Secretary, Treasurer, two elected Directors and two appointed Directors.

Section 2.

The Board of Directors shall meet once a month for the transaction of business. A quorum of the Board of Directors shall consist of six Board Members. Any matter may be passed on the affirmative vote of a majority present at a duly called meeting.

Article XVI

Standing Rules

The Board of Directors shall have the power to adopt Standing Rules not inconsistent with these Bylaws for the purpose of providing ways and means for the proper government and conduct of the business and affairs of the club and shall likewise have the right and power to change the Standing Rules from time to time. The Standing Rules shall be numbered and follow a standard form. They shall be published and distributed to the Membership.

Article XVII

Committees

Section 1.

There shall be the following Standing Committees, each consisting of the number of Members hereinafter designated:

Planning and Development Committee
House Committee
Membership Committee
Regatta Committee
Social Committee

Appointments of committee members shall be made by the Commodore, subject to the approval of the Board of Directors. With the exception herein stated, each Standing Committee shall elect its Chairperson and notify the Board of Directors.

Section 2.

Planning and Development committee shall consist of nine members. No member shall be appointed for more than two consecutive terms. The first Commodore shall appoint three Members for a one year term; three members for a two year term; and three members for a three year term. Upon termination of term, the Commodore shall appoint each succeeding member for a three year term. A quorum shall consist of five members. The purpose of the Committee shall be to investigate, study and advise the Board of Directors as to Club facilities, membership dues, initiation fees and expansion; and to otherwise delineate the future growth of the Club either by its initiative or referral of a matter from the Board of Directors. The intent of the establishment of this Planning Committee is that it will operate in an advisory capacity to the Board.

Section 3.

House Committee shall consist of three Members. The first Commodore shall appoint two members for a two year term and one member for a one year term. Upon termination of a term, the Commodore shall appoint each succeeding Member to a two year term. Subject to the Board of Directors, the House Committee shall establish such house rules and regulations as it may deem necessary. The Rear Commodore shall have supervision for the scheduling of the Clubhouse. The House Committee shall have the general supervision of the clubhouse, and other facilities; shall engage such employees as may be necessary and determine their duties. The House Committee shall supervise all purchases made for general usage in the Clubhouse.

Section 4.

Membership Committee shall consist of three Members, each to serve a term of one year. It shall investigate all applications of candidates for membership. Prior to a vote upon a candidate, the Membership Committee shall either interview the candidate or have the candidate present by a sponsor before a meeting of the Board of Directors. This committee shall investigate delinquent Memberships and make recommendation thereon to the Board of Directors.

Section 5.

Regatta Committee shall consist of one representative of each of the recognized fleets in the Club. Other Members may be appointed to the Regatta Committee for their particular expertise, but fleet representatives shall always constitute a majority. The Regatta Committee shall have direction and control of all races sailed under auspices of the Club, cruising events, rowing events, camps and training in coordination with the Rear Commodore.

Section 6.

Social Committee shall consist of three members, each to serve a term of one year. The Committee shall appoint one of its members as chairperson and notify the Board of Directors. The Social Committee shall have charge of programs at regular meetings and of all social affairs of the Club, except for those special affairs as may be designated and special committees appointed therefore by the Commodore.

Section 7.

With the approval of the Board of Directors, the Commodore may appoint such Special Committees as may be deemed necessary to perform such other duties as may be assigned to them.

Section 8.

Purpose: The youth program is for the purpose of training junior members of the Alameda Yacht Club in water safety, boat handling and to introduce them into operating their own organization.

1. All participants in the youth program will first be Junior Members as provided for in Article VI, Section 5, of the Bylaws.
2. Signed parental consent forms will be on file before a youth can participate in on the-water events.
3. A sponsor from the regular membership will be present for all youth program events and meetings to give guidance and support, and to review all matters pertaining to the youth program. The sponsor will give regular reports to the Board of Directors of Alameda Yacht Club.
4. Youth program participants will organize themselves and select at least 2 officers, President and Secretary. The President shall conduct the meetings. The Secretary shall keep the minutes, and record votes taken. A simple majority vote will determine out-come of any proposal, subject to review by the sponsor.
5. Participants in the youth program will be able to request help in their own particular areas of interest.
6. The Clubhouse will be made available at least one weekend morning each month for use by the Junior Program, as coordinated with the Rear Commodore of Alameda Yacht Club.

Article XVIII

AMENDMENTS

These Bylaws may be amended at any Regular or Special Meeting of the Membership by a two-thirds vote of the Regular Memberships in good standing present at such meeting, providing a quorum is present. A copy of the proposed amendment shall accompany the notice and call for the meeting. At least ten days shall be considered as due notice for any notice and call of a meeting for a proposed amendment. The signature of two-thirds of the Regular Membership in good standing shall also render valid any amendment.