

BY-LAWS  
OF  
MOLOKAI YACHT CLUB

ARTICLE I

Name

The name of this club shall be MOLOKAI YACHT CLUB, and hereinafter referred to as the "MYC" or the "Club".

ARTICLE II

Powers

The Club shall be a 501(c) (07) Non-Profit organization governed by the laws of the State of Hawaii.

ARTICLE III

Purpose

The purpose of the Club will be to promote the sports of Yacht Racing, Cruising, Fishing, Paddling and other marine related activities and to afford its members with opportunities to participate in these and other social activities.

ARTICLE IV

Board of Directors

Section 1. Number and Qualifications

The management of the Club shall be the responsibility of, and be conducted by, the Board of Directors. The Board shall consist of the Commodore, the Vice Commodore and five (5) Directors for a total of not more than seven (7) voting members. Board members must be a voting Club member in good standing and whose primary residence is on Molokai. The Directors shall serve on a voluntary basis without compensation.

Section 2. Election

The members of the Board of Directors shall be elected annually, using a secret ballot, by the voting members of the Club present at the Annual Membership Meeting to be held in the fourth quarter of the calendar year. The candidates receiving the highest number of votes shall be deemed elected to the vacant Board positions. Two (2) Directors shall be elected in even numbered years and three (3) elected in uneven numbered years. Any Director may serve consecutive terms if re-elected.

Section 3. Terms

An elected Director shall serve a two-year term or any shorter period until a successor has been named.

#### Section 4. Vacancies

A vacancy occurring within the Board of Directors is to be filled by a majority vote of the remaining Directors at any regular or special meeting.

#### Section 5. Attendance

Board Member attendance is mandatory at all Board meetings unless an absence has the advanced approval of the Commodore. Any Board Member absent for three (3) consecutive or two (2) meetings within a six (6) month period whether excused or unexcused is automatically removed from the Board and duly noted within the minutes.

#### Section 6. Call to Order

The Commodore shall preside at all Board of Directors meetings. In the absence of the Commodore, the Vice Commodore, Secretary or the Treasurer will preside in that order.

#### Section 7. Regular Meetings

The Board of Directors shall hold regularly scheduled meetings to be held within the second week of each month and/or as determined by the Board elect. A quorum of a least four (4) Board Members is required.

#### Section 8. Removal

A Board Member may be removed for any valid reason by a majority vote of the members of the Board of Directors. The vacancy is to be filled by majority vote of the remaining Directors at any regular or special meeting.

### ARTICLE V Officers

#### Section 1. Designation

The Officers of the Club shall consist of a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and Staff Commodore. No two offices shall be held by any one person. The Board of Directors may create additional officers.

#### Section 2. Positions

The Commodore and Vice Commodore shall be elected by the membership at the Annual Membership Meeting.

The Rear Commodore, Treasurer and Secretary shall be elected by the Board of Directors at the first Board meeting in January. The candidate receiving the highest number of votes for each respective office shall be deemed elected. In case of a tie vote, a second vote will be cast. The office of Staff Commodore is conferred on the immediate past Commodore without election.

#### Section 3. Terms

The term for the Club officers shall be for One (1) year or until their successor has been elected. A term is defined as the first meeting in January ending in December of any calendar year.

ARTICLE VI  
Duties of Officers

Section 1. Commodore

It shall be the duty of the Commodore to preside at all meetings of the Club. Along with the Secretary signs all written contracts, conveyances and obligations for the Club approved by the Board of Directors. Enforce the by-law and conduct the meetings in accordance with the rules and regulations of the Club.

Section 2. Vice Commodore

It shall be the duty of the Vice Commodore to assist the Commodore in his/her duties and to perform the duties of the office of Commodore in his/her absence. Performs other duties as assigned by the Commodore or the Board of Directors to ensure the Club's continued success and growth.

Section 3. Secretary

The Secretary shall attend and keep the minutes of all meetings. With the Commodore, sign and execute all written contracts conveyances and obligations of the Club approved by the Board of Directors. Maintains an accurate membership list. Prepares and sends out the agenda and minutes for and of all meetings. Attends to all Club correspondence and files all documents, reports and communications.

All documents pertaining to the Club are to be maintained on the premises of the Club. Appointments for review of said documents must be made 48-hours in advance or a time deemed appropriate by the Secretary.

Performs other duties as assigned by the Commodore or the Board of Directors to ensure the Club's continued success and growth.

Section 4. Treasurer

The Treasurer shall maintain and keep the financial records and inventories of all assets and merchandise of the Club. Prepares and pays all Club bills which have been approved by the Board of Directors.

Prepares and furnishes regular monthly and annual financial reports to the Board based on the County of Maui's fiscal year beginning July 1<sup>st</sup> and ending June 30<sup>th</sup> of the following year. Shall be responsible for the proper and timely deposits and custody of all funds and securities.

The Treasurer shall furnish all Club financial information to a Board approved CPA in accordance with the 501(c) (07) rules. The Treasurer will co-sign all Club checks with the Commodore or another designated Director and maintains justification for all expenditures.

All documents pertaining to the Club are to be maintained on the premises of the Club. Appointments for review of said documents must be made 48-hours in advance or a time deemed appropriate by the Treasurer.

Performs other duties as assigned by the Commodore or the Board of Directors to ensure the Club's continued success and growth.

Section 5. Rear Commodore

The Rear Commodore will be responsible for the Corinthian activities of the Club including the organization and implementation of the fishing tournaments, sailing events, junior program and other related programs. The Rear Commodore will organize the related banquet events.

Performs other duties as assigned by the Commodore or the Board of Directors to ensure the Club's continued success and growth.

#### Section 6. Staff Commodore

The office of Staff Commodore shall be conferred on the immediate past Commodore. The Staff Commodore will be an adviser to the Commodore, the Board of Directors, and the membership to assure smooth continuity of all Club affairs.

Performs other duties as assigned by the Commodore or the Board of Directors to ensure the Club's continued success and growth.

#### Section 7. Directors

Directors shall perform duties as assigned by the Commodore or the Board of Directors to ensure the Club's continued success and growth.

### ARTICLE VII Membership

#### Section 1. Definition

Any person who professes an interest in any marine sporting activity or other activities that the Club shall provide and in the judgment of the Board of Directors, is a person who will share in the responsibilities of the Club and in its spirit of good sportsmanship, shall be accepted as a member upon approval of said application. No person shall be deemed unacceptable for membership in the Club on the basis of race, religion or national origin.

#### Section 2. Privileges

Voting and Club privileges are extended to the following categories without payment of dues: Charter, Life, and Honorary memberships. Honorary members shall have no vote nor shall they be eligible to hold an office. All other categories are defined below.

#### Section 3. Categories

Membership shall consist of six (6) categories: Charter, Life, Honorary, Regular, Junior, and Intermediate members. All membership applications must be approved by a majority vote of the Board of Directors.

#### Section 4. Charter

Charter members shall be those persons who were members within the first one hundred and twenty (120) days of the life of the Club and whose names are published on the Charter Membership list.

#### Section 5. Life

Life membership may be conferred on a Regular or Charter Member who, by virtue of achievement in the activities of the Club, and who has demonstrated exceptional and long continued support of the Club; shall be exempt from the payment of dues and shall continue to enjoy all Club privileges for the rest of his or her natural life. Life membership shall be recommended and approved by a majority vote of the Board of Directors.

#### Section 6. Honorary

Honorary members are those members elected by the Board of Directors who, by virtue of achievement in the world of yachting, have become nationally or internationally known or who have demonstrated an exceptional and long continuing interest in yachting. An Honorary membership is valid until such time they request to withdraw their membership.

#### Section 7. Regular

Regular members shall be those persons who are in sympathy with the objects of the purposes of the Club. They shall have a vote and enjoy all privileges of the Club. Regular members may or may not be residents of Molokai.

#### Section 8. Junior

Junior membership may be conferred on a person who has not yet reached 18 years of age, is a resident of Molokai and has an interest in the Club's activities and goals. The Junior member will pay one tenth (1/10) of the regular initiation fee and one quarter (1/4) of the Club dues. Junior members will have all club privileges but cannot hold office or vote except within the junior program.

Upon reaching the age of 18 a 10% credit of annual dues paid will be applied towards Regular Membership initiation fees.

#### Section 9. Intermediate

Intermediate membership may be conferred on persons who are between the ages of 18 and their 35<sup>th</sup> birthday and a resident of Molokai.

Intermediate members shall pay the regular initiation fee and the full annual dues. However, the initiation fee may be paid over an extended period of time as approved by the Board of Directors but not to exceed eighteen (18) months. Upon full payment of initiation fees and all Club obligations, the Intermediate member will become a Regular member with all voting and Club privileges upon approval of the Board of Directors.

#### Section 10. Fees and Dues

Membership dues are payable January of each year. Membership fees and dues may be adjusted by the Board of Directors with a 30-day notice distributed to the membership.

#### Section 11. Membership Terms

A member shall be deemed in good standing who is not in arrears or whose privileges have not been suspended. Members in arrears for dues or other indebtedness to the Club shall not be eligible to hold office or vote at any election, or otherwise participate in any meetings or Club functions.

A member shall be deemed in arrears or delinquent whose dues, or other financial obligations to the Club are unpaid thirty (30) days after they are due. If such indebtedness is not paid within thirty (30) days after the mailing of a notice of arrears, his/her privileges as a Member may be terminated by the Board of Directors. Membership will be automatically terminated for a member in arrears for a period of six (6) months. Any member whose membership has ceased by reason of any such arrears may be reinstated at the discretion of the Board of Directors, upon his/her paying all indebtedness outstanding

at the date his/her membership ceased, together with dues in full from that date until the date of reinstatement at which time all Club privileges will be reinstated.

#### Section 12. Membership Cards

Membership cards shall be issued to members, on a yearly basis as described herein, and after payment of fees and dues. Membership cards for Life and Honorary Members shall be issued once but may be replaced, by request, no more than once a year with no fees. Lost or damaged membership cards may be replaced, by request after receipt of a replacement card fee in the amount of \$15.

### Article VIII Alternate Membership

#### Section 1. Spouse

Spouse Membership shall consist of the wife or husband of any voting member in good standing. Spouse members shall be entitled to all the privileges of the Club but shall have no vote nor shall they be eligible to hold office. Spouse members may serve on or chair Club committees. By becoming a Regular Member will the spouse be eligible for all membership privileges.

#### Section 2. Widow/Widower

The widow or widower of a member in good standing at the time of the member's death, may assume the membership title as a Regular member for the remainder of the calendar year by making a request to and being approved by the Board of Directors. After such period, all regular membership rules shall apply.

### ARTICLE IX Membership Meetings

#### Section 1. Annual Membership Meeting

An Annual Membership Meeting for the members of the Club is to be held in the fourth quarter of the calendar year, at such date, hour and place as determined by the Board of Directors. Notice thereof shall be mailed electronically or postal service to all voting members by the Secretary, not less than thirty (30) days in advance of the meeting. Such notice must specify the date, hour and place of the meeting. The notice will include a list of candidates for Commodore, Vice Commodore and Board of Directors up for election furnished by the Nominations Committee.

#### Section 2. Special Meeting

Special Meetings of the members may be held at any time as determined by the Board of Directors or by request of not less than ten (10) percent of the voting membership. Notice of any such meeting, and the purpose of the meeting, requires the same procedure as used for the Annual Membership Meeting.

#### Section 3. Grievance Meeting

Upon request any Regular Member in good standing is entitled to submit written documentation regarding an issue requiring the Board of Directors approval to hold a Grievance Meeting. Notice of any such meeting, and the purpose of the meeting, requires the same procedure as used for the Annual Membership Meeting.

### Section 3. Quorum

A quorum is defined as ten (10) percent of the voting membership in good standing and is mandatory at any Membership Meeting requiring a vote. Quorum must be established and recorded prior to conducting said business.

### Section 4. Voting Terms

At any meeting, all voting members present and in good standing, shall be entitled to one vote on each topic submitted. Voting by proxy is not permitted.

### Section 5. Call for Nominations

At the Annual Membership Meeting when Officers and Directors are to be elected, sufficient time must be allotted to accept nominations from the floor. Space on the ballot is provided to add such nominees. Time will also be allotted by the Nominations Committee Chair to allow each candidate to speak on their qualifications.

### Section 6. Rules of Order

All meetings shall be conducted by the Robert's Rules of Order.

## ARTICLE X Committees

### Section 1. Nominations Committee

The Nominations Chair will be appointed by the Commodore and approved by the Board of Directors. The Chair will appoint three voting members to make up the Committee. The Committee will be responsible to find the best qualified candidates for the election of officers. The Chair will be appointed no later than August of the calendar year and will oversee the elections at the Annual Membership Meeting. The Committee Chair shall provide a report at the monthly Board of Directors Meetings.

### Section 2. House and Grounds Committee

The House and Grounds Chair will be appointed by the Commodore and approved by the Board of Directors. The Chair shall oversee the staffing and repair needs required for the maintenance and appearance of the Club grounds, buildings and equipment. House and Grounds projects and expenditures shall be proposed by the Chair for review and approval by the Board of Directors. The Committee Chair shall provide a report at the monthly Board of Directors Meetings.

### Section 3. Membership Committee

The Membership Chair will be appointed by the Commodore and approved by the Board of Directors. The Chair shall update and inform the Secretary of changes in the membership rolls and assist with membership related correspondence. The Chair shall issue annual membership cards to members who have paid their annual dues and newly approved members. The Committee Chair shall provide a report at the monthly Board of Directors Meetings.

#### Section 4. Club Special Events Committee

The Club Special Events Chair will be appointed by the Commodore and approved by the Board of Directors. The Chair will submit proposal(s) for approval by the Board of Directors outlining the calendar of events and the Event Chair who will be responsible for said event. A proposal for the calendar of events shall be submitted for action no later than the February Board of Directors meeting. The Chair will be responsible to inform the Board of any changes during the year for review and approval and will notify the Event Chair involved of these changes. The Chair shall be the liaison between the Club and said Event Chair to ensure Club protocol is followed and adhered to. The Chair with the Facilities Rental Chair coordinates date availability. The Committee Chair shall provide a report at the monthly Board of Directors Meetings.

#### Section 5. Facilities Rental Committee

The Facilities Rental Chair will be appointed by the Commodore and approved by the Board of Directors. The Chair will be responsible to coordinate the rental of Club facilities or other property. The Chair shall maintain all records pertaining to scheduled rental events and: will collect and turn over to the Club Treasurer all rental deposits and fees received; will assure that the sponsoring member and others in the rental party acknowledge, understand and follow the facility rental rules; will get approval for all upcoming rental agreements and deposits returned from the Board of Directors; and will oversee the rental program to assure both the Club and the public are satisfied. The Chair with the Special Events Chair coordinates date availability. The Committee Chair shall provide a report at the monthly Board of Directors Meetings.

#### Section 6. Other Committees

The Commodore may appoint ad hoc committees at any time with Board of Directors approval. The Committee Chair shall provide a report at the monthly Board of Directors Meetings.

### ARTICLE XI

#### Enrollment of Yachts and/or Boats

The Secretary shall maintain an accurate list of the names of all vessels enrolled in the Club.

### ARTICLE XII

#### Club Burgee

The Club burgee shall be composed of the letters MYC in a circle, on a red eight pointed star, on a blue background. *(The eight pointed star on the burgee represents the eight major Hawaiian Islands, of which MOLOKAI is in the center. The Colors represent those of the United States and of the Hawaiian flags. The MYC identifies our MOLOKAI YACHT CLUB.)*

### ARTICLE XIII

#### Pennants

There shall be such pennants for the officers and other purposes as may be designated by the Board of Directors.



ARTICLE XV  
Amendments

These By-Laws may be amended or repealed or new By-Laws adopted by the Club membership at any Annual Membership Meeting or Special meeting, for which a notice of the date, time, reason and a copy of the proposed changes are sent to all voting members at least thirty (30) days in advance. A two-thirds (2/3) affirmative vote by attending members in good standing of the ballots cast is required to change these By-Laws.

Signed this 19<sup>th</sup> day of November 2015 to become effective Nov. 19, 2015

Luigi Manera Luigi Manera, Commodore

Darlene Johns Darlene Johns, Secretary

Karen Buhr Karen Buhr, By-Laws Committee Chair