



## SAN DIEGO MISSION BAY BOAT AND SKI CLUB

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### BYLAWS

<u>ARTICLE</u>	<u>TITLE</u>
I	NAME
II	PURPOSE
III	MEMBERSHIP
IV	DUES AND FEES
V	REINSTATEMENT
VI	MEETINGS OF THE MEMBERSHIP
VII	ELECTIONS
VIII	BOARD OF DIRECTORS
IX	OFFICERS
X	COMMITTEES
XI	ORDER OF BUSINESS
XII	STANDING RULES
XIII	MERGERS
XIV	DISSOLUTION
XV	AMENDMENTS
XVI	BOAT STORAGE & HOUSEKEEPING

Amended January 1998

Amended 1999

Amended April 2002 - Articles III, IV & V Amended January 2004 - Articles III & IV

Amended June 16, 2004 - Articles III – Membership, Sec. 3

& Articles VII – Elections, Sec. 4, Regular Balloting

Amended February 17, 2009

Amended August 17, 2010

Amended June 19, 2012 - Articles III Membership, Sec. 7-2 a, Sec. 13

Amended August 19, 2014

Amended June 21, 2016

Amended November 21, 2017

## ARTICLE I – NAME

SECTION 1 – The organization shall be known as the "SAN DIEGO MISSION BAY BOAT AND SKI CLUB, INCORPORATED," of San Diego. SAN DIEGO MISSION BAY BOAT AND SKI CLUB, INCORPORATED herein shall be referred to as SDMBBSC.

## ARTICLE II – PURPOSES

SECTION 1 – The purposes of this club are to provide education, skill and knowledge of water sports, relaxation, entertainment, and pleasure to its members, to promote the City of San Diego as a recreational center, and to contribute to the support of such charitable institutions as its Board of Directors may from time to time designate.

## ARTICLE III – MEMBERSHIP

SECTION 1 – Any person of the age of eighteen (18) years or older may apply for membership. Membership in the SDMBBSC shall include persons defined under classes of membership SECTION 7. The applicants shall be referred to as Flag Membership (Class 1) or Limited Membership (Class 2). See SECTIONS 7-15 for definitions of Flag Membership (Class 1) and Limited Membership (Class 2).

SECTION 2 – An applicant for membership must submit a completed, signed and dated application on a form approved by the Board of Directors, together with any initiation fee and/or dues in effect at the time as established by the Board of Directors. The application must also be signed by domestic partner as applicable. Applicants for Associate Membership will be submitted by the Associate Club Membership Chairperson upon approval of the application by the Associate Club.

SECTION 3 - Upon receipt of an application, Membership Chairperson shall prominently post the application in a designated location for review by the Membership for a period of no less than 30 days. During the review period, the applicant will have full Club access as defined by the class of membership applied for per ARTICLE III. Applicants may not vote in Club elections during the review period. During the review period, all members shall be able to comment on applicant's suitability to become a member at SDMBBSC via a comment form provided by SDMBBSC. At the next regular meeting of the Membership, the Chairman of the Membership committee shall have investigated the applicant based on the requirements outlined in SECTION 4 below and reviewed all comment forms submitted by the Membership.

SECTION 4 – The applicants shall be judged on their ability to sustain their share of SDMBBSC membership responsibilities, i.e. fees, assessments, and dues. No Application shall be rejected based on race, religion, color, ancestry, age, gender, sexual orientation, disability, medical condition, or place of birth.

SECTION 5 – Following the 30-day review period, the Membership Chair shall present the application to be read during the executive (closed) session of the Board Meeting, along with a recommendation on approval or rejection of the application based on the investigation and review of member comments. A vote by the Board Members will ensue, lead by the Commodore. If the

application is accepted by a simple majority of those board members present and voting, then it shall be declared approved. If the ballot results in less than a majority in favor of approval, then it shall be rejected and all fees and dues paid by the applicant shall be refunded minus amount for services rendered.

SECTION 6 – Immediately upon acceptance as a Member, the Member will have access to a copy of these Bylaws and Standing Rules of the SDMBBSC, together with any other relevant material as deemed appropriate by the Board of Directors.

SECTION 7 – There shall be two classes and five types of memberships available. Only Flag members in good standing shall have voting rights.

1) Flag Membership (Class 1)

- a. Flag – an individual and domestic partner in good standing. See SECTIONS 8, 9, 10, and 11.
- b. Lifetime – A Flag member so designated. See SECTION 12.

2) Limited Membership (Class 2)

- a. Associate – an individual, including domestic partner, and dependents, who is a member of the SDMBBSC for the intended purpose of participating in his or her water-related activities with their affiliated Associate Club. See SECTIONS 9, 13 and 14, and SECTION 14 of the Standing Rules.
- b. Dependent – any member’s dependent children under the age of eighteen (18).
- c. Honorary – a temporary membership appointed by the Commodore. See SECTION 15.

SECTION 8 – Flag Membership: Flag Membership shall be entitled to all benefits and privileges of the SDMBBSC including the right of one vote per member, to hold office in all meetings of the membership, to store boat(s), and shall assume individually and jointly all responsibility of their SDMBBSC associated debts, burdens, and volunteer duties. All boat owners must be current Flag Members. They shall further be responsible for the acts and omissions of the members of their family, guests, and pets with respect to the SDMBBSC.

SECTION 9 – Any member entering into a new domestic partnership, and who wants their domestic partner to be a member also, must complete and file a new application signed by both members. Upon receipt of an application, the Commodore shall cause the new applicant to be introduced to the Membership and the application to be read at the next regular Flag meeting.

SECTION 10 – A Flag member, whose domestic partnership with another member dissolves, may automatically resume their own membership status upon submission of a new application. If the new application is submitted within 30 calendar days of dissolution of partnership, then the initiation fee shall be waived. Both individuals must currently be in good standing.

SECTION 11 – Flag Membership: This is a Flag membership that is held in good standing. Flag membership status will continue on the day a lease is signed with the City of San Diego for the South Shores Boat Club Site. The dues will be in accordance with Article IV.

### ART III cont

SECTION 12 – Lifetime Membership: A Lifetime Membership pays no monthly dues or assessments. They shall have the rights and responsibilities of a Flag Member, including payment of any fees required by Flag Membership provided such charges are for actual goods and/or services received.

SECTION 13 – Limited Membership applicants must be actively participating and/or enrolled in an Associate Club program under the direction of the Associate Club Director at the SDMBBSC. Limited Membership shall be entitled to all SDMBBSC privileges in relation to SDMBBSC events. A Limited Membership is not entitled to facility reservation, except for an Associate Club-sanctioned event, voting rights nor storage. If additional rights are desired, a Limited Member must submit a new application for a Flag Membership and pay the balance of the full initiation fee.

SECTION 14 -- Associate Clubs (ACs) of the SDMBBSC are established to provide water-related activities for all members and are each governed by a Board of Directors which oversees each AC's activities. The Board of Directors of the ACs are responsible for administering allocated funds and shall provide monthly reports to the Board of Directors of the SDMBBSC. All Associate Clubs must appoint a Board liaison, whom must be a member of the Associate Club and a Flag Member, to report to the Board regarding membership and AC activities. Additionally, all Associate Clubs will make a presentation outlining benefits to the Club provided in the current year at the first flag meeting of each calendar year which includes submitting a request for any anticipated needed Club support for the year in writing. The BOD will review the request in closed session, make changes as appropriate and submit the proposal to the flag for approval at the next flag meeting. If approved, the support will be in effect during the next calendar year. If not approved, the grant proposal will be reviewed and modified by the BOD for re-submission to the next flag meeting for approval. Each Associate Club affiliate of the SDMBBSC must be incorporated as a 501(c)3. See SECTION 14 of the Standing Rules.

SECTION 15 –Honorary Membership: Honorary Members shall be persons whom the Commodore and a majority of Board of Directors vote to honor for their help and support of the SDMBB-SC with a Limited Membership. Upon approval of the Board of Directors they shall be entitled to rights and privileges of a Limited Membership. The Honorary Membership shall be for the duration of the Commodore's term of office. An Honorary Member may petition to become a Flag Member without initiation fee immediately upon expiration of their Honorary Status and completion of a membership application.

SECTION 16 – MEMBER MISCONDUCT: Members are to be considerate of other members and their guests. Members are expected to be familiar with the SDMBBSC's Standing Rules and Bylaws and to abide by them. Disorderly conduct is prohibited on SDMBBSC property. This includes offensive, obscene, abusive, threatening, or provocative language or behavior. A member's behavior that jeopardizes the SDMBBSC's standing shall be subjected to disciplinary action. Unbecoming conduct by members and/or their guests shall be cause for disciplinary action by the Board. Members also are responsible for any damages or loss caused by their dependents, pets and guests and for the observance of all SDMBBSC rules.

ART III, SECTION 16 cont.

When the allegation is against the member's character or conduct, the SDMBBSC Board of Directors shall refer investigation to a committee of investigation or discipline to report upon. The referred committee of investigation and discipline is to report cases for discipline whenever any are known to them. This Committee shall be chaired by the Sargent at Arms and shall consist of no less than 3 persons, and no more than 5 persons, selected by the Sargent At Arms, with no additional members of the current board serving on the committee.

The assigned committee shall investigate the matter within 30 calendar days and report to the next regular Board of Directors meeting. This report, in writing, must identify the allegation/issue, facts related to the issue and shall contain its recommendations as to what action the SDMBBSC Board of Directors shall take. The report shall close with resolutions covering the case. If there are multiple charges, then each charge must be addressed independently.

SECTION 17 – EXPULSION (Non-Board Member): Any Member may be expelled from the SDMBBSC for violating the Bylaws and/or Standing Rules, misconduct, any act or omission which would tend to bring disrepute upon the SDMBBSC. A regular Board of Directors executive (closed) session shall be convened to review and approve recommended action. The accused “membership” shall have no voting rights on this matter. The accused member shall have the right to appear during the period of the executive (closed) session of the Board where the expulsion is being considered on his/her own behalf, or be represented by another member of his/her choosing. If the expulsion is accepted by a two-thirds (2/3) majority of those board members present and voting, then it shall be declared approved. The Commodore shall cause the expelled member to be notified in writing of the charges resulting in expulsion. An expelled member shall forfeit all rights, privileges, and current dues paid. Any other fees or dues paid in advance shall be refunded, provided that no other monies are owed to the SDMBBSC.

SECTION 18– EXPULSION (Board Member): Any Board of Director may be expelled from the SDMBBSC in accordance with the rules and procedure listed in SECTION 17. The accused Board Member shall have no voting rights for the Board of Directors when the expulsion is being determined. The accused Board Member shall have full voting rights on other matters. In the event the Commodore is the accused, a Vice-Commodore or Rear-Commodore shall be the moderator.

SECTION 19– RESCINDING A PREVIOUS ACTION OR PROCEDURE: Any motion to rescind a previous procedure or action must be presented the day of the vote or the next calendar day. The fact that a motion has been made and seconded does not place it before the assembly for consideration, as the chair alone can do that. In the case of expulsion, the only way to reverse the action afterwards is to restore the person to membership or office, which requires the same preliminary steps and vote as is required for membership.

SECTION 20 – Memberships are not transferable.

## ARTICLE IV – DUES AND FEES

SECTION 1 – The Board of Directors shall establish initiation fees, assessments, minimum expenditures and dues. Changes to any of the amounts shall be approved by a three-fourths (3/4) majority of those Board Members present and voting. Only the Board of Directors, with concurrence from the Financial Secretary, may waive dues or fees as deemed necessary. Fees or Dues waivers can be granted for no longer than 30 calendar days and requires three-fourths (3/4) majority of those Board of Directors present and voting for approval. This approval cycle must be repeated if extension is requested.

SECTION 2 – An elective Office or Director must be a member in good standing and current in respect to any fees or dues under the SDMBBSC rules.

SECTION 3 – All dues, assessments, and fees must be paid in regards to the following structure:

- a. Flag and Limited Membership – Stated initiation fees, assessments, fees, and dues determined by the Board of Directors.
- b. Honorary Membership – no initiation fees or dues.

SECTION 4 - Any Member who is more than 60 calendar days delinquent in the payment of any money owed the SDMBBSC shall be classified as a Member in bad standing and placed on the “Do Not Serve” list. At the time of such classification, the Financial Secretary shall request a meeting with the Member within 30 calendar days. A plan of action for repayment by the Member shall be submitted for Board approval.

SECTION 5 - In the event no plan is submitted or should the Board reject the plan, said Member shall be subject to dismissal as a Member in bad standing by a majority vote of the Board of Directors, present and voting.

Any Member placed on the “Do Not Serve” list shall remain on the list until such time as the balance owed the SDMBBSC is zero. Any Member classified in bad standing for 90 consecutive days shall be summarily read out in bad standing at the next regularly scheduled meeting of the Board of Directors.

SECTION 6 – HARDSHIP: In case of hardship, the Board of Directors may, by a majority vote at a regular meeting, remit the dues and/or assessment of any Member for not more than six (6) months in advance, during which time the Member shall be on the “Do Not Serve” list. After the six-month hardship period, the Board may vote to extend the relief period for no more than one six-month period. A Member whose dues have been remitted shall not be required to pay them at a later date.

SECTION 7 – RESIGNATION: Any Member who wishes to resign in good standing must be current in all monies owed to the SDMBBSC. Any Member so resigned may resume membership by application in accordance with Article V REINSTATEMENT. A Member read out in good standing is not allowed to return to the SDMBBSC as a guest for a period of six (6) months from the date of written notification to the SDMBBSC. A Member read out in bad standing is not welcome at the SDMBBSC until the resolution/restitution has been made and accepted by the Board of Directors.

## ARTICLE V – REINSTATEMENT

SECTION 1 - Member in Good Standing: Any Member in good standing who resigns from the SDMBBSC may later submit an application for membership that is subject to approval of the Board. The Member can be readmitted to membership upon payment of a readmission fee equal to 30% of the current Flag Membership initiation fee. Upon receipt of an application, the Commodore shall cause the applicant to be re-introduced to the Membership and the application to be read at the next regular Flag meeting.

SECTION 2 –Member in Bad Standing: A Member read-out in bad standing for non-payment of any monies due the SDMBBSC may be considered for reinstatement by payment of back monies. Such individuals must submit an application in accordance with Article III- Membership and shall include an application fee in effect at that time as established by the Board of Directors. Should the applicant be rejected, the application fee shall be returned in full.

## ARTICLE VI – MEETINGS OF THE MEMBERSHIP

SECTION 1 - Regular meetings of the Flag Membership shall be held at least monthly according to a schedule established by the Board of Directors. Meetings shall be at the Clubhouse. Special additional Flag meetings may be called by the Board of Directors or as requested by the Membership.

SECTION 2 - Eight (8) Flag Members, seven (7) of which must be Board Members, shall constitute a quorum at any Flag meeting of the Membership.

SECTION 3 – In accordance with ARTICLE VII ELECTIONS, there will be two Flag meetings in November and no Flag meetings in December.

SECTION 4 - The Annual Election shall be held in November two weeks after the first November Flag meeting, at which time the Officers and Directors shall be elected.

SECTION 5 - Special Flag meetings shall be called by the Commodore when in his/her opinion such meetings are necessary to conduct the business of the SDMBBSC, or when three or more Members in good standing shall request him/her in writing to call a special meeting. Notices of special meetings shall be emailed or mailed to the last known address of each Flag Member, not less than forty-eight (48) hours in advance of such meeting, setting forth the time and place of the meeting and the nature of the business to be conducted. No other business than that which was set forth shall be conducted at a special meeting. These special meetings are separate and distinct from meetings outlined in SECTION 1 above.

SECTION 6 - A Flag Member must be in good standing no less than 15 calendar days prior to meeting or election to be entitled to a voice or vote in any meeting or any election.

## ARTICLE VII – ELECTIONS

SECTION 1 - The Commodore shall appoint a nominating chairperson, which shall present a slate of officers and Board Members at the meeting required by SECTION 3 of this article.

All candidates for office must be Flag Members in good standing and be able to represent the Club in a respectable, legal, credible and reputable manner.

SECTION 2 - Prior to the election the Commodore shall establish an election committee no less than 30 calendar days prior to First Nominations. The election committee shall be comprised of no less than 3 and no more than 5 individuals who are not on the current board and are not running for office. The responsibility of the board is to validate that the voting processes is in accordance with these Bylaws, validating the total ballot count, presenting the voting results to the Board of Directors and announcing the results of the tally after the voting has been closed. The tally shall include the total numbers of votes for each candidate. The committee shall sign and date voting results.

SECTION 3 - Nominations for Officers and Directors shall be made at the meeting in October and again at the first meeting in November. Nominations for Officers and Directors shall be closed at the meeting in November by proclamation of the Commodore after he/she shall have determined by three (3) enquiries that there are in fact no further nominations.

SECTION 4 - It shall be the responsibility of the Election Committee Chairperson to have proper ballots prepared for the election. The ballot shall contain the names of those nominated for each office, plus nominations for the Board of Directors and at least one blank space for write-in candidates. A ballot cast for an eligible member shall count even though such member may not have been nominated.

SECTION 5 - For the election of officers, in the event no Member receives a simple majority of votes cast, the Commodore shall cause the two members who receive the greatest number of votes to be balloted upon again in order that one may receive a majority present and eligible to vote, who shall, upon acceptance of the office, be declared elected. For the election of Directors, the nominees receiving the greatest plurality of votes shall be declared elected. In case of a tie vote for the last office, additional votes shall be had to break the tie.

SECTION 6 - REGULAR BALLOTING: Elections shall be conducted on the day of the second Flag Meeting in November at the SDMBBSC. Voting shall be done that day at the Clubhouse beginning at 1:00PM, and continuing until closing at 7:30PM except for a possible "run off" ballot, which will be decided by the members present and eligible to vote at the normal Flag meeting.

SECTION 7 - All ballots shall be numbered. This number shall be separated from the ballot and the ballot deposited into the ballot box by a member of the Election Committee. The number will be returned to the voter and **MUST BE RETAINED** by the voter. In case of a "run off" ballot, this number must be surrendered to the Election Committee to receive a "run off" ballot. The Election Committee may require any Member to show picture identification.



ART VII, cont.

SECTION 8 - ABSENTEE BALLOTS (Including Out of County/State Ballots): Any Member having a valid reason that requires an absentee ballot must request said ballot, in writing or e-mail and stating the reason, from the Election Committee Chairperson. The out of county member must request, in writing, no later than twenty (20) calendar days before election, their desire and intention to vote in the election. The Election Committee Chairperson shall issue to each member, whom he/she deems eligible, an absentee ballot. The voter must adhere to the following procedures to return the ballot to the SDMBBSC.

1. Place the marked ballot (Unsigned) in an envelope and seal envelope.
2. The sealed envelope shall be placed in an outer envelope with member name printed and, once sealed, signature on the outer envelope. DO NOT SIGN THE BALLOT or Inner Envelope.
3. Return by mail to the Financial Secretary.
4. The Financial Secretary must receive the ballot prior to the close of election at 7:30PM on Election Day for the ballot to be counted.

SECTION 9 - It shall be the responsibility of the Commodore to cause the above Sections 4, 5, and 6 to be published in the October and November issues of the Scuttlebutt.

SECTION 10 - It is the responsibility of the Financial Secretary to prepare a report for the Election Committee of all members eligible to vote the night prior to the Election no later than 7:00PM. Any Member over 60 calendar days delinquent is not eligible to vote. Members have until 15 calendar days prior to election to become fully current (no delinquencies) to be eligible to vote.

#### ARTICLE VIII – BOARD OF DIRECTORS

SECTION 1 - The Board of Directors shall be elected by the Flag Membership and consist of the seven (7) officers and six (6) other Flag Members as provided in these Bylaws. The position of Rear Commodore shall be filled by the immediate past Commodore and shall become a member of the board. The term of office of the elected Directors shall be for two (2) years for the six (6) non-officer elected directors, however, three (3) of their number shall be elected each year for a two (2) year term starting on January First (1st) and ending on December Thirty First (31st) of the second year.

SECTION 2 - The Board of Directors shall conduct the business of the SDMBBSC and perform such other responsibilities not specifically reserved to the membership herein.

SECTION 3 - Seven Board of Directors present shall constitute a quorum, except as hereinafter provided.

SECTION 4 - If a vacancy shall exist on the Board of Directors, those remaining Directors present at a regular meeting, or at a special meeting called for the purpose, shall have the power to fill such vacancy. If only one (1) Director shall remain, he/she shall have the power to fill all vacancies, except that the Flag Members shall have the power upon written notice to the Commodore by five (5) or more, to hold an election and elect Directors who shall replace the Directors so elected by the remnant of the Board of Directors.

ART VIII, cont.

SECTION 5 - If a vacancy shall exist in the elective offices of the SDMBBSC, to which succession is not herein provided, the Board of Directors shall elect from the membership a person to complete the unexpired term of the vacated office.

SECTION 6 - The Commodore shall preside at all meetings of the Board of Directors including Flag meetings and special meetings. The Commodore shall run the meeting according to Robert's Rules as defined for a Board of Directors with twelve or more Directors. The Commodore shall have one (1) vote in all matters coming before the Board, and an additional vote if such is necessary to break a tie.

SECTION 7 - Any Flag member in good standing shall be eligible to be elected as a Director.

SECTION 8 - The Board of Directors shall meet on notification by the Commodore, or by any four (4) Directors, as soon after the installation of Officers as practicable, and thereafter according to a schedule established by the Board of Directors. Special meetings may be called by the Commodore, or by any four (4) Directors, provided that each Director shall have been notified in person, e-mail or by telephone not less than twenty four hours (24), or by first class mail to his/her last known address not less than forty eight (48) hours prior to such meeting. All e-mail correspondence shall be acknowledged with return e-mail or telephone call.

#### ARTICLE IX – OFFICERS

SECTION 1 - The elective Officers of the SDMBBSC shall be:

1. Commodore.
2. First Vice-Commodore.
3. Second Vice-Commodore.
4. Treasurer.
5. Financial Secretary.
6. Secretary.
7. Sergeant at Arms.

Rear Commodore is not an elected position. See SECTION 11.

SECTION 2 – Their terms of office shall be January 1 to December 31.

SECTION 3 - COMMODORE. The duties of the Commodore shall be those ordinarily delegated to a President, and shall include presiding at all meetings and enforcement of all rules and regulations of the SDMBBSC. The Commodore shall cause an accounting and inventory to be made during the months of July and January of each year and shall report the results of same to the Board of Directors. The Commodore casts the deciding vote on deadlocked committees, represents the organization, signs all legal documents, supervises the activities of the organization, represents or speaks on behalf of the membership, directs the SDMBBSC in such a manner as to promote good will, growth and sound policies. The Commodore shall also assume the office of Rear Commodore for the year(s) following his/her term as Commodore until replaced by natural succession of the outgoing Commodore.

ART IX, cont.

SECTION 4 - FIRST VICE-COMMODORE. The duties of the First Vice-Commodore shall be to assist the Commodore in the performance of his/her duties and to preside in his/her absence. In the event of death, disability or resignation of the Commodore, the First Vice-Commodore shall succeed to this office for the remainder of the term of office.

SECTION 5 - SECOND VICE-COMMODORE. The duties of the Second Vice-Commodore shall be to assist the Commodore as directed. If for any reason there shall be a vacancy in the position of First Vice-Commodore, the Second Vice-Commodore shall succeed to this office for the remainder of the term of office.

SECTION 6 - TREASURER. The duties of the Treasurer shall be to oversee all monies from the Financial Secretary and pay same out in order to maintain efficient Club operations. The Treasurer will keep a joint and accurate account thereof; and to make reports at the meetings of the membership. The Treasurer shall keep the funds of the SDMBBSC on deposit in a reputable bank and/or shall invest the same as directed by the Commodore upon approval of the Board of Directors. Disbursement shall be made by check, signed by any two of the following: The Commodore, the First Vice-Commodore or Second Vice-Commodore, or the Treasurer. Checks may not be signed by two (2) members of the same family including domestic partners.

SECTION 7 - RESIGNATION, DEATH OR DISABILITY OF TREASURER. In the event of death, resignation or disability of the Treasurer, the Commodore shall be custodian of the funds and documents until a successor is named as herein provided. A replacement Treasurer shall be elected by the Board of Directors within 30 calendar days.

SECTION 8 - FINANCIAL SECRETARY. The duties of the Financial Secretary shall be to collect all monies due to the SDMBBSC, pay the same over to the Treasurer, and take a receipt thereof, maintain a true and accurate list of members, and other such duties as the Commodore may prescribe.

SECTION 9 - SECRETARY. The duties of the Secretary shall be to keep the minutes of the meetings as required by these Bylaws, and such other secretarial duties as the Commodore may require.

SECTION 10 - SERGEANT AT ARMS. The duties of the Sergeant-At-Arms shall be to keep order at meetings, police and protect the property of the SDMBBSC, and other such duties as the Commodore may require.

SECTION 11 - REAR COMMODORE. The Rear Commodore shall assist the Commodore in a smooth transition and in other matters as mutually agreed. In the event the Rear Commodore is either disabled or no longer a member the position shall remain vacant until such time as the position is filled by the natural succession of current Commodore to Rear Commodore. The Rear Commodore is not an elected position.

## ARTICLE X – COMMITTEES

SECTION 1 - The selection of all committees shall be the responsibility of the Commodore, First Vice-Commodore and Second Vice-Commodore. The duties of these committees shall be indicated by their title and such other duties as the Commodore, First Vice-Commodore and Second Commodore may prescribe, except as noted in ARTICLE 3, SECTION 16 – Member Misconduct.

## ARTICLE XI – ORDER OF BUSINESS

SECTION 1 - The minimum order of business at any meeting shall be as follows:

1. Pledge of Allegiance to the Flag of the USA.
2. At the request of the Commodore the Financial Secretary will certify whether a quorum is present.
3. Reading of the minutes of the previous meeting.
4. Report of the Treasurer and Financial Secretary.
5. Report of the Officers.
6. Report of Committees (under the direction of the Commodore or designee)
7. Unfinished Business.
8. New Business.

SECTION 2 - Robert's Rules of Order shall govern the conduct of all meetings and procedures except as otherwise provided herein.

SECTION 3 - The Commodore shall have one vote in all matters coming before the Membership, and an additional vote if such is necessary to break a tie.

## ARTICLE XII – STANDING RULES

SECTION 1 - The SDMBBSC shall adopt a set of Standing Rules for daily operations. The Standing Rules may cover any aspect of the SDMBBSC's activities or behavior of SDMBBSC members.

SECTION 2 - Additions, changes or deletions to the Standing Rules can be made by the Board of Directors at any time with a simple majority vote of the board members present and voting. Members may request edits to the Standing Rules, in person, at any flag meeting or by requesting an officer to present a proposed change.

SECTION 4 - Notice that an addition, change or deletion to any Standing Rule or part thereof will be conducted as soon as practicable. The rule change(s) will go into effect immediately upon notification of the membership.

SECTION 6 - Copies of the Bylaws and Standing Rules shall be available at all times to all Flag Members and employees. Standing Rules shall be posted at the notice board at all times.

## ARTICLE XIII – MERGERS

SECTION 1 - If another club with similar aims and purposes within San Diego shall agree to merge with the SDMBBSC, the Board of Directors shall have the power to authorize the admission to Flag Membership such members of such club as make application in the manner prescribed herein, as are eligible to become Flag Members, provided there shall have been a two— thirds (2/3) majority vote in favor of such merger at a previous meeting of the Membership, and provide further that such merging club shall agree to turn over its assets to the SDMBBSC, dissolve, and cease to operate as a separate entity. Applications so received will not be subject to individual investigations and ballot, nor will they be required to pay an initiation fee. The Board of Directors shall establish the time limit for such applications to be received. The above notwithstanding any applicant in bad standing with the club is subject to bad standing rules in ARTICLES IV & V.

## ARTICLE XIV – DISSOLUTION

SECTION 1 - In the event of dissolution of the SDMBBSC, all properties shall be converted into cash in the manner judged best by the Board of Directors, and such monies as may be left in residue after all debts, expenses, fees and outstanding debentures are paid shall be divided among the current Flag Membership in good standing whose monies are paid current to the date of such dissolution. The distribution of monies to Flag membership shall be based on number of months the membership has been with the SDMBBSC up to 60 months. Membership monies distribution calculations formula is  $X$  (available monies to be distributed) divided by  $Y$  (cumulated total number of tenure membership months of all Flag, not to exceed 60 months per membership) multiplied by  $Z$  (membership tenure). For the purpose of distribution of monies the dissolution of SDMBBSC the date is the date the Board of Directors vote for dissolution.

## ARTICLE XV – AMENDMENTS

SECTION 1 - These Bylaws, when adopted, shall become effective immediately and all provisions shall be effected at the earliest convenience of the Commodore who shall call such meetings of the Membership and/or the Board of Directors as are necessary to implement same. Such offices not provided for in these Articles are immediately vacant.

SECTION 2 - Additions, changes or deletions to the Bylaws must be presented in writing to the Board of Directors by the appointed committee chairperson or representative. The Board of Directors must review and provide the committee with written comments, concerns and or recommendations at the next meeting of the Board after receipt, if necessary. The Board of Directors must present these new or modified Bylaws to the Flag for vote without modification, unless mutually agreeable to the committee chairman or representative.

SECTION 3 - These Bylaws may be amended or revised, or new By-Laws may be adopted when two-thirds (2/3) majority of eligible members present and voting vote in favor at any regular meeting of the Flag Membership. Proposed Amendments are to be published to the membership as soon as practicable and no less than 30 days before voting.

## ARTICLE XVI –BOAT STORAGE & HOUSEKEEPING

SECTION 1 - The Commodore shall ensure all facilities and property are maintained in a safe, functional condition which does not present health or safety hazards to the public, members, visitors or workers. Building materials and non-approved personal property are not authorized to be stored on the SDMBBSC property.

SECTION 2 - Detailed housekeeping rules are outlined in the SDMBBSC Standing Rules.

SECTION 3 – Owners of all boats and trailers must maintain a minimum liability insurance policy of \$100,000 (One Hundred-Thousand) for injury to personnel and \$300,000 (Three Hundred-Thousand) for damage to property. The insurance shall list the SDMBBSC as “Additionally Insured” in accordance with SDMBBSC insurance policy.

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