



Amended and Restated Bylaws

November, 2018



Adopted November 9, 2018

ARTICLE I - MEETINGS

1. The annual meeting of Stillwater Yacht Club will be held in conjunction with the Commodore's Party that will be held each November.
2. The Commodore at his¹ discretion may call special meetings of Stillwater Yacht Club and he shall do so upon the written request of five (5) members.
3. Notices of all annual meetings of Stillwater Yacht Club and the purposes thereof, shall be sent to each member at least seven (7) days prior to the date set, through the United States mail, or by email to the email address which the member has provided to the Secretary.
4. Ten percent (10%) of the members having voting privileges shall constitute a quorum for the transaction of business at any meeting of Stillwater Yacht Club. Votes may be cast by proxy and such proxies shall be considered present at the meeting for quorum purposes. Proxies must be in writing and signed by the member, and returned to the Secretary by mail, or may be transmitted to the Secretary in any other electronic form enacted by the Board of Directors, including by way of example, transmission by email or receipt in an online form. The Board of Directors is empowered to adopt a voting system which provides that voting at any meeting of the membership may take place by electronic means, including by way of example, on-line voting, voting by email, or any other system that the Board of Directors determines will allow members to cast votes electronically.

ARTICLE II – OFFICERS AND DIRECTORS

1. The Board of Directors of Stillwater Yacht Club shall consist of the Officers and Directors.
2. The Officers of Stillwater Yacht Club shall be Commodore, Vice-Commodore, Rear Commodore, Staff Commodore, Secretary, Treasurer, Fleet Captain(s), Port Captain, and Webmaster. These Officers shall be elected at the annual meeting, installed at the annual meeting, and shall hold office for one year from their installation and until their successors are elected and installed.
3. All past commodores will be known as Staff Commodores. The most recent Commodore will be known as Staff Commodore/ Immediate Past Commodore. The immediate past commodore shall serve as Staff Commodore and will hold that office for one year.
4. In addition, there shall be as many as twelve (12) Directors, each of whose terms shall be for three (3) years. Directors' terms shall be staggered, so that one third (1/3) of the Directors shall be elected each year. In the event that a Director is nominated to be an Officer, upon his election as an Officer, he shall no longer be a Director.
5. New Directors will be elected each year at the annual meeting to fill any vacancies on the Board of Directors which may exist. In the event of the resignation or removal of a Director during his term, the Board of Directors shall elect a member to fill the vacancy for the unexpired term.

¹ Where "his" or "he" is used in these Bylaws, it shall refer to "his or her" or "he or she."



ARTICLE III - DUTIES OF OFFICERS

1. Commodore. The Commodore shall be the Chief Executive Officer of Stillwater Yacht Club, and shall preside over meetings of the Board of Directors.
2. Vice Commodore. The Vice Commodore shall assist the Commodore and preside in his absence. He shall have general supervision over Membership and Social Events.
3. Rear Commodore. The Rear Commodore shall assist the Commodore and Vice-Commodore and shall preside in their absence. He shall have general supervision over the Race Committee and sailing events. The Rear Commodore shall preside in the absence of the Commodore.
4. Staff Commodore/Immediate Past Commodore. The Staff-Commodore/Immediate Past Commodore shall be the most recent Commodore who has finished his term of office, and shall assist the Commodore, Vice Commodore and Rear Commodore, and shall preside over the meetings in their absence.
5. Secretary. The Secretary shall have the custody of all the records and documents of Stillwater Yacht Club. He shall keep the minutes of all meetings of Stillwater Yacht Club and of the Board of Directors. He shall keep a correct roll of the members, their post office addresses and email addresses, and shall notify new members of their election; he shall also keep a correct list of the boats enrolled in Stillwater Yacht Club, with their names, dimensions and private signals, together with the names of the owners.
6. Treasurer. The Treasurer shall collect and have the custody of all the funds of Stillwater Yacht Club, and the disbursements of the same under the direction of the Board of Directors; he shall keep true and full account of the same in books belonging to Stillwater Yacht Club; he shall keep an account of the standing of each member, and report all delinquencies immediately to the Board of Directors; he shall render a report at each corporate meeting to show the exact financial condition of Stillwater Yacht Club together with the amount of receipts and disbursements since the rendition of the last report, the number of members liable for dues, and the names of delinquent members.
7. Fleet Captains. The Fleet Captains shall represent their respective classes in the class associations and be responsible for compliance with class rules and specifications. The Board of Directors shall, each year, determine the number of Fleet Captains to be elected.
8. Port Captain. The Port Captain shall have the general supervision over the dock and mooring facilities, and the preparation and/or assignment of moorings.
9. Webmaster. The Webmaster shall have responsibility for maintaining the website of Stillwater Yacht Club and such other social media needs as the Club may have.

ARTICLE IV - BOARD OF DIRECTORS

1. The Board of Directors shall control the business and property of Stillwater Yacht Club, and it shall exercise all powers, except such as are herein expressly reserved to the members of Stillwater Yacht Club. It shall meet not less often than quarterly at such date, time and place as may be fixed by the Commodore. The Commodore or any 4 (four) members of the Board of Directors may fix additional meetings. The Board of Directors shall have power to make such regulations for the government of Stillwater Yacht Club as they may deem expedient and, generally, to do all things which may be necessary for the proper management of its affairs. Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business. They shall cause minutes of their proceedings to be kept, and shall report in detail the condition of Stillwater Yacht Club at the



annual meeting each year. They shall not have power to make Stillwater Yacht Club liable for any debt beyond the amount of money which shall, at the time of contracting such debt, be in the Treasurer's hands and not needed for the discharge of prior debts and liabilities; provided, however, that they may, with the consent of a majority of the members present at any meeting of Stillwater Yacht Club, duly called in accordance with these by-laws, or with the written consent of a majority of the members, incur such indebtedness as may be necessary for the furtherance of the best interest of Stillwater Yacht Club.

2. Notice of meetings of the Board of Directors shall be given to the members of the Board by email or mail seven (7) days prior to the meeting date, and posted on the Stillwater Yacht Club website. Any member of Stillwater Yacht Club may attend meetings of the Board of Directors.
3. All expenditures of a capital nature and those that are outside the general ongoing operations of Stillwater Yacht Club shall be approved by the Board. Expenditures of the general ongoing operations of Stillwater Yacht Club shall be paid by the Treasurer as they become due and payable.
4. The Board may at any time request that they, or a Committee that they appoint, be given access to the Treasurer's books and records for their examination by the Board or Committee. The Board of Directors shall have power to appoint all standing committees not otherwise provided for in these by-laws.
5. The Board of Directors shall have power to adopt club regulations not inconsistent with these by-laws for the purpose of properly regulating and conducting the affairs of the club and shall have the power to amend or change the same from time to time as they deem expedient.

ARTICLE V- EMERITUS ADVISORY BOARD

The Board of Directors may from time to time award the status of Emeritus to members of Stillwater Yacht Club, who, by their institutional memory and special skills have the ability to benefit Stillwater Yacht Club and are deserving of this honor. These individuals are invited to attend board meetings and functions, but shall not be entitled to cast a vote in Board of Directors' decisions.

ARTICLE VI - ELECTIONS

All elections required hereunder shall be decided by majority vote. Only members in good standing can vote and cast ballots. Proxies are permitted for any such election pursuant to Article I.4.

ARTICLE VII - ASSESSMENTS

A vote of two-thirds of the members present at a meeting of Stillwater Yacht Club shall be necessary to authorize the Board of Directors to levy any assessment against the members. It is expressly provided that the notice of a meeting at which an assessment is to be proposed shall contain a statement to the effect that an assessment will be proposed and voted upon at such meeting.

ARTICLE VIII - REMOVAL FROM OFFICE

Should any Officer or Director be deemed guilty of gross misconduct, charges may be preferred against him in writing, signed by a member of Stillwater Yacht Club and directed to the Secretary. The Directors shall thereupon call a special meeting of Stillwater Yacht Club to try such accused Officer or Director who shall be furnished with a copy of the charges preferred and notified in writing of the time and place appointed for said meeting, seven (7)



days prior thereto, and a vote of two-thirds of the members present at such meeting will be sufficient to declare the charges sustained and the position of such Officer or Director vacant.

ARTICLE IX - RACE COMMITTEE

It shall be the duty of the Race Committee to arrange for and take charge of all races sailed by or under the auspices of Stillwater Yacht Club. They shall have power to decide all questions that may arise in the sailing of such races. All sailboat races shall be sailed under the rules of the US Sailing.

ARTICLE X - NOMINATING COMMITTEE

1. Each year, the Commodore shall appoint a Nominating Committee of not less than five (5) members, at least two (2) of whom shall be past Commodores, none of whom shall be candidates for office. The Nominating Committee shall report to the Board of Directors with a proposed slate of Officers and Directors for the succeeding year. The Board of Directors shall consider the proposed slate, and determine which Officers and Directors on the proposed slate shall be proposed to the membership for election at the annual meeting.
2. The Officers and Directors shall be elected at the annual meeting. The Board shall cause the names of the candidates for office to be contained in the notice of the annual meeting. At the annual meeting any member may nominate one or more candidates for election.

ARTICLE XI - MEMBERSHIP

1. The membership of Stillwater Yacht Club shall be open to yacht owners, prospective owners, and to other persons actively interested in yachts and yachting, and maritime activities in Stillwater Cove and Carmel Bay.
2. All proposals for membership shall be in writing and shall contain such information as the Board of Directors shall direct, and shall be endorsed by at least two (2) members in good standing.
3. In order to be a member, members must be a member in good standing of the Pebble Beach Co. Beach and Tennis Club.
4. Proposals for membership shall be referred to the Membership Committee who shall present such proposals to the Board of Directors at their next regular meeting.
5. Approval of the applicant to membership in Stillwater Yacht Club shall entitle the member, his spouse or registered domestic partner, and dependent children under the age of twenty-two (22) to the privileges of the Stillwater Yacht Club.
6. Divorced members and their former spouses or registered domestic partners shall maintain their membership through the year in which the divorce occurs. The member's interest in the Stillwater Yacht Club shall belong to the divorcing member or his former spouse as set forth in the divorce proceedings, so long as they continue to be members of the Beach and Tennis Club.
7. A member whose dues shall be unpaid by the due date of his invoice shall not be considered in good standing, and while so in arrears shall have no vote in the meetings of the club and may not participate in any social events or races sponsored by the club. The Treasurer shall send said member a notice of delinquency. If the dues of such members remain unpaid after the final date for payment of dues as set by the Board of Directors, the member's name shall be dropped from the roll by the Board of Directors, and he or she shall thereupon cease to be a member of the club.



8. Evidence of membership shall consist of a membership card signed by the Secretary and delivered to each member upon his election to membership and payment of dues.
9. Membership in Stillwater Yacht Club shall not be transferable.

ARTICLE XII - SUSPENSION AND EXPULSION

1. The Board of Directors may suspend any member from the privileges of Stillwater Yacht Club for any violation of Stillwater Yacht Club rules, or for ungentlemanly conduct, for such period as they may elect.
2. A member of Stillwater Yacht Club having been expelled or dropped from the roll for any cause shall be at once notified by the Secretary of the fact with a statement of the reasons therefore, and he shall thereupon forfeit all his membership rights.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

For all meetings of the Board and/or membership, Roberts' Rules of Order, latest revised edition, shall be parliamentary authority in all areas not specifically covered by these by-laws.

ARTICLE XIV - MISCELLANEOUS

1. Liquidation of Stillwater Yacht Club. Upon liquidation of Stillwater Yacht Club and after payment of all debts, its properties shall be sold and converted into money by the Board and said money shall be distributed among the memberships in equal amounts.
2. Immunity of the Officers and Directors from Liability. Stillwater Yacht Club shall indemnify any present or former Director, Officer, employee or other agent of Stillwater Yacht Club to the fullest extent authorized under California Corporations Code 7237, or any successor statute, and may advance to any such person funds to pay expenses that may be incurred in defending any action or proceeding on receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that such person was entitled to indemnification under this provision.

ARTICLE XV - AMENDMENTS

These by-laws may be amended at a regular meeting of Stillwater Yacht Club by a two-thirds vote of all members present (if a quorum is in attendance), provided that a copy of the proposed amendment shall accompany the notice of such meeting.

Approved by the membership on November 9, 2018

A handwritten signature in cursive script that reads "Terrence L. Russey".

Terrence L. Russey, Secretary