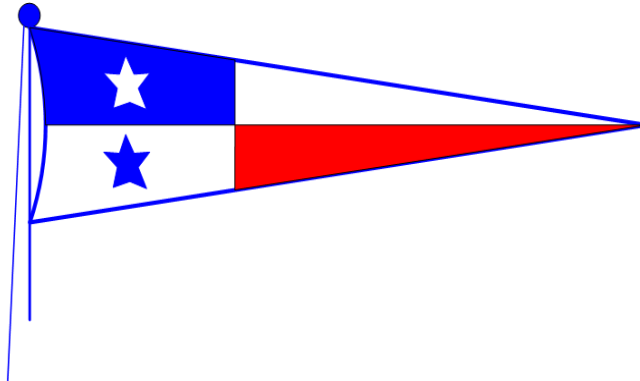


GRAND RIVER YACHT CLUB

P.O. Box 186
Grand River, Ohio 44045



This Is Your Club

Use It - Enjoy It

Respect It - Support It

CONSTITUTION & BY-LAWS

Revised October 2022

CONSTITUTION

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CONSTITUTION

ARTICLE I

NAME

This Club shall be known as the **GRAND RIVER YACHT CLUB of FAIRPORT HARBOR, OHIO.**

ARTICLE II

OBJECT

The object of this Club shall be to encourage the sport of yachting and to promote the science of seamanship and navigation and to provide and maintain a suitable anchorage for the recreation and use of its members.

ARTICLE III

OFFICERS

The officers shall be a Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer and Fleet Captain each of whom shall be a boat owner at the time of their election.

ARTICLE IV

DUTIES OF OFFICERS

Section 1.

It shall be the duty of the Commodore to command the squadron, appoint a Fleet Surgeon, Standing and Special committees to enforce the Laws and Regulations of the Club and to preside at all meetings. He shall have the responsibility of the following committees: Entrance, Budget, Advisory, and First Mates. The Fleet Surgeon, and ILYA, committees shall report directly to the Commodore. In the absence of the Treasurer, the Commodore shall have the authority to sign bank checks.

Section 2.

It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his duties and to officiate in his absence. He shall be responsible for the following committees: House, Grounds, Planning and Rendezvous.

Section 3.

It shall be the duty of the Rear Commodore to assist the Commodore and the Vice Commodore in the discharge of their duties and to officiate in their absence. He shall be responsible for the Entertainment and Publicity Committees.

Section 4.

It shall be the duty of the Secretary:

- a) To keep minutes of the meetings of the Club and the Board of Governors in books provided for that purpose and to have custody of all reports and documents connected with the proceedings of the Club.
- b) To keep a correct roll of the members together with the dates of their election. Assign seniority numbers.
- c) To receive applications for membership, to transmit the same to the Board of Governors.
- d) To notify each new member of his election.
- e) Keep a Fleet list of all vessels owned by members showing the name of the vessel, name of the owner, general type, dimensions and such other detail as shall be ordered by the Board of Governors.
- f) To send all necessary notices.

Section 5.

It shall be the duty of the Treasurer:

- a) To have charge of the funds of the Club and to keep a correct account of all moneys received and paid out in a book provided for that purpose and under the direction of the Board of Governors, to make proper disbursements. To advance funds when necessary for Club functions and to collect receipts from said functions as soon as possible.
- b) To collect all moneys due to the Club and to deposit the funds in the name of the Club in a depository approved by the Board of Governors.
- c) To present at each meeting, except social meetings, and whenever so requested by the Board of Governors a detailed account showing the financial condition of the Club and file the same in the Treasurers' file.
- d) To sign checks drawn on funds on the Club.
- e) To pay normal expense when due.
- f) To send invoices for the current years membership dues and fees to all members as of January 2nd of each year.
- g) Notify any member who is in arrears on the first day of February that his membership shall cease if his amount in arrears is not paid before the close of the meeting in February.
- h) To furnish to the Board of Governors, in the amount of \$10,000.00, a surety bond as may be required by the Board of Governors, the premium of which shall be paid by the Club.

Section 6.

The Fleet Captain shall measure yachts and report same to the Secretary. He shall assign dock space to visiting boats and collect rental fees from such boats as designated by the Board of Governors. He shall be responsible for the installation and removal of docks and the safety thereof. He shall post a list of vacant docks in a conspicuous place. He shall design a placement plan for the storage of boats on Club property and shall decide whether additional boats can be accommodated. He shall arrange for permits for the July 4th and any other parade.

Article V

TRUSTEES

There shall be three Trustees, each of whom shall serve for three years. At the election in October 1939, one shall be elected for three years, one for two years and one for one year. Thereafter, a new Trustee will be elected at the annual meeting to replace the one retiring Trustee.

Article VI

BOARD of GOVERNORS

Section 1.

The Board of Governors shall consist of the Commodore, Vice Commodore, Rear Commodore, Fleet Captain, three Trustees, Secretary and Treasurer each of whom shall be a full member in good standing at the time of their election.

Section 2.

In the event of a vacancy in the Board of Governors, the Governors shall elect a member to serve for the un-expired term. All Governors shall be full members of the Club in good standing and shall serve until their successors are elected and qualified.

Section 3.

The Board of Governors shall have entire authority in the management of the affairs and finances of the Club and shall have general control of its property.

- a) All rights and powers connected therewith shall be vested in them except expenditures and contracts involving capital improvements of more than \$600.00.
- b) Power of the Board of Governors shall be limited only as far as provided in the Constitution and Laws of the State of Ohio.
- c) Majority vote of the Membership shall, at any time, cause action of the Board of Governors to become null and void, except Article VI, Section 3.
- d) Six members of the Board of Governors shall constitute a Quorum and on every case the affirmative vote of a majority of those present shall be necessary for the adoption of any resolution.

- e) The Board of Governors shall have a record kept of all meetings held and the minutes shall be mailed to all members prior to the next regular meeting.

Section 4.

The Board of Governors may suspend any member from the privileges of the Club or terminate his membership for conduct prejudicial to the welfare and interest of the Club, or in violation of its rules, or its Constitution and By-Laws. A member shall not be suspended for cause other than non-payment of indebtedness to the Club, or expelled, until he has been given an opportunity to be heard before the Board. He may not be represented by professional counsel. Any member so suspended may be reinstated by the Board of Governors.

Article VII

STANDING AND SPECIAL COMMITTEES

Section 1.

All Standing and Special Committees shall be appointed by the Commodore.

Section 2.

There shall be appointed the following Standing Committees:

- a) Entertainment
- b) House
- c) Planning
- d) Budget
- e) Grounds

Section 3.

The books of the Club shall be audited in the month of October by a committee of two appointed by the Commodore and reported at the next General Meeting. One member of the Committee shall be a member of the Board of Governors.

Section 4.

There shall be a Budget Committee composed of the newly elected Commodore, Treasurer and such others as the newly elected Commodore shall deem necessary and they shall prepare a budget to be presented at the November General Business Meeting.

Article VIII

NOMINATING COMMITTEE

Section 1.

A Nominating Committee of three shall be elected by a majority vote of the Board of Governors no later than the first Monday in June each year. The Nominating Committee names will be listed in the June Board of Governors meeting minutes and posted on the Clubhouse bulletin board such that those interested in running for a Board position readily know who to contact. The duty of the Committee shall be to nominate candidates for all elective offices. No officiating officer will be eligible to serve on the Committee. A copy of the nominations shall be forwarded to the full general membership no later than July 15 and posted on the Clubhouse bulletin board.

Article IX

ELECTIONS

Section 1.

Elections will be held at 7:30 p.m. on the second Monday in August. This shall be called the Annual Meeting.

- a) Secret balloting shall be employed and candidates shall be elected by a majority vote of those present.

Section 2.

All candidates for office shall be a full member in good standing at the opening of the meeting.

Section 3.

Nominations other than those made by the Nominating Committee may be made from the floor prior to the election upon endorsement in writing of five members in good standing.

Section 4.

A Board of Elections will be appointed at the opening of the meeting by the Commodore. It shall consist of three members in good standing who are not candidates for office nor hold any elective office.

Section 5.

Newly elected officers shall assume office on the first day of November following the election.

OATH

"I agree and swear to serve the Grand River Yacht Club to the best of my ability, for the period of my term, without fear or favor, and to conduct myself in accordance with the rules and regulations of the Club."

Article X

MEMBERSHIP REQUIREMENTS AND PROCEDURE FOR SELECTION OF NEW MEMBERS

Section 1.

It is the duty and obligation of every member to propose no one for membership whom he does not sincerely believe will be an asset to the Club. No member who has not been a full member of the Club for at least one year shall propose another for membership either under Article X or the legacy rule.

Section 2.

A candidate for membership must be an owner or co-owner-owner of a boat at the time of application, endeavoring always to encourage the sport of yachting and to promote the science of seamanship and navigation. Unless husband and wife, co-owners of a boat docked at Grand River Yacht Club must be members of the Club. If there is a list of applicants waiting for a dock, any co-owner taken in as a member shall not be assigned their own dock until their seniority date pre-dates (older than) any application on file.

Section 3.

Current revisions of the Application for Membership will be maintained and provided by the Secretary. The Secretary will be responsible for the distribution and posting of the blank applications at the clubhouse and the club Web site. Applications will only be accepted by the Secretary for such candidates who fulfill the requirements for membership as stated in Section 2 of this article.

Section 4.

Applications for membership will be filled out and signed by three (3) sponsoring full or privileged members of Grand River Yacht Club. Completed applications are to be returned to the Secretary.

Section 5.

The Secretary will at the next meeting of the Board of Governors present any applications for membership received. The Board of Governors after consideration will instruct the Secretary to place the application on file or may at their discretion reject the application for the good of the Club. In the event that an application is rejected, the Secretary will notify the primary sponsor by mail.

Section 6.

The Secretary will keep in the Club file applications as directed by the Board of Governors. Such applications will be kept in chronological order as of the date received. The Secretary will date each application as noted by the postmark of the containing envelope. In the absence of a postmark date, the date received in hand by the Secretary will be used as the filing date.

Section 7.

The Secretary will deliver to the Chairman of the Entrance Committee three copies of the application for membership for the selected candidate(s). The original copy of the application will be retained in the Club file. Each member of the three (3) member Entrance Committee, will interview the selected candidate(s) and if favorably impressed, signs his copy of the application. If contrary, the member of the Committee will send a confidential note of explanation to the Chairman of the Committee who will, in turn, forward the information to the Board of Governors via the Secretary. All processed applications are to be returned to the Board of Governors via the Secretary.

Section 8.

Applications approved by the Entrance Committee and the Board of Governors shall be immediately posted on the bulletin board by the Secretary. The Secretary shall also notify each member of the Club by mail of all approved applicants. It is the duty of each member to report to the Board of Governors or the Commodore, any disadvantage to the Club proposed candidates for membership would involve. A period of at least one week after posting a candidate's name on the bulletin board must intervene before final approval by the Board of Governors. At the next regular or special meeting of the Board of Governors or a General Meeting of the Club, the name of the approved candidate will be presented for approval by the Board of Governors or the Membership. All funds due to the Club by the Applicant must be in the Secretary's possession before approval. He shall be assigned a seniority number that will be the highest number on the list.

Section 9.

Each new full member, inducted into the Club after May 1, 2015 shall, in addition to the initiation fee, purchase Certificates of Ownership valued at \$1,000 which will be less than that of full or privileged members inducted prior to that date. New full members will be equal in every way with more senior, full or privileged members except for the value of their Certificates and their seniority. Said Certificates are non-interest bearing and pays no dividends, shall be retained during their membership and are non-redeemable until the member leaves the Club in good standing or becomes a social member, at which time these Certificates must be surrendered. The Treasurer shall redeem the Certificates less any outstanding indebtedness.

Section 10.

Candidates acted upon but not accepted will receive a form letter stating, "*The Board of Governors of Grand River Yacht Club regrets to inform you that your application for membership in the Grand River Yacht Club has not been accepted. This does not necessarily preclude the advisability of re-submitting an application at a future time.*" A copy of this letter is to be retained in the Club File. The Secretary will delete the applicants name from the list of applications and remove his application from the active file. This application is to be retained in a separate file of rejected applications for future reference.

Section 11.

Candidates who have been approved for membership but decline to accept initiation at that time due to various personal reasons will receive a letter stating "since you have not elected to become a member of Grand River Yacht Club at this time, your application has been removed from the Club files. In the future if you wish to resubmit an application, you are cordially invited to do so."

Section 12.

Any application acted upon after March 1st and membership declined by the applicant shall not affect the applicant's position on the seniority list. He shall be given the opportunity to accept, if there is an opening at the beginning of the following year. Membership will then be offered on a seniority basis to the top person on the application list. Any applicant that refuses full membership for the second time will be removed from the list.

Section 13.

It shall be the duty of each member, upon the sale of his boat, to instruct the purchaser that he must vacate the Club property as soon as he takes possession of the boat. A member may not grant permission to a non-member to use his dock without first consulting the Board of Governors. Non-compliance shall be cause for membership termination.

Section 14.

No Member shall engage his boat in a commercial enterprise in any manner unless granted special permission by the Board of Governors.

Section 15.

There shall be five classes of memberships in the Club, namely:

- a) Full Member, wherein the member has complied with the procedure as outlined in Article X, Sections 1 through 14 of the Constitution.
- b) Full Member-Spouse, wherein the married spouse of a Full Member or a Full Member-Privileged exercises all the rights and privileges of a Full Member or Full Member-Privileged, but shares one vote with said Full or Privileged member.

- c) Full Member-Privileged, wherein a former full member relinquishes his/her dock assignment. A full member-privileged retains his seniority and may re-obtain a dock as outlined in Article IX, Section 4 of the By-Laws.
- d) Social Member wherein a former Full Member or Full Member-Privileged relinquishes his/her dock, voting privilege and stock certificates. A Social Member retains full use of Club facilities under the same rules as Full Members except dockage and voting privileges.
- e) Associate Member, wherein an applicant for full membership shall be granted select privileges of the Club.
 - 1. Associate membership is limited to the five (5) most senior applicants consecutively listed on the prospective membership list. Refusal will mean removal from the prospective membership list.
 - 2. Associate members have full use of Club facilities under the same rules as Full Members except dockage and voting privileges.
 - 3. Dues for associate members shall be determined by the Board of Governors or Membership. In case of the death of an Associate Member, membership shall not transfer to his/her spouse.

Section 16.

Any son or daughter reaching the legal age of majority can make application to membership in this organization.

Said person will follow all designated procedures of Club membership except for "Legacy Privilege" which will allow the legacy to be placed at the top of the applicants for membership waiting list in an alternating sequence with the non-legacy applicants. (Every other applicant will be a "Legacy" applicant in the seniority list.)

Be it further, where more than one legacy appears on the waiting list at one time, legacy seniority by date of application shall exist.

Article XI

DISSOLUTION

Section 1.

- A. Dissolution of the Grand River Yacht Club shall be accomplished as provided for in Section 1702.47 through 1707.52 of the Revised Code of Ohio, as hereinafter modified or supplemented.
- B. A resolution of dissolution may be adopted by the members of the Corporation at a meeting held for such purposes by the affirmative vote of not less than 80% of the members in good standing on the date of said meeting.
- C. The Corporation assets shall be liquidated and distributed according to the plan of distribution adopted by the voting members at the meeting held for the purpose of voting on dissolution. Said plan to be adopted by the same affirmative vote as required for the adoption of the resolution of distribution.

If no such plan is adopted by the voting members, assets shall be distributed according to a plan adopted by the Board of Governors by a majority vote.

If no such plan is adopted by either the voting members or by the Board of Governors, the assets shall be distributed by dividing into as many shares as there are voting members in good standing on the date of the adoption of the resolution of dissolution, and distributing one share to each such Member.

BY-LAWS

Article I

MEETINGS OF THE CLUB

Section 1.

The Annual Meeting of the Club shall be held at 7:30 p.m. on the second Monday in August each year at such place as the Board of Governors shall designate. Special meetings may be called by the Board of Governors, to be held at such time and place as they may designate in the notice thereof.

Section 2.

Regular business meetings shall be held at 7:30 p.m. on the second Monday of February, May, and November.

Section 3.

Written notice of every meeting shall be mailed to each member at his usual post office address or sent via email at least five days before the date set for such meeting.

Section 4.

Twelve (12) members of the Club shall constitute a Quorum at any meeting of the Club.

Section 5.

Each member of the Club in good standing who shall be present in person or connected electronically, shall be considered in attendance and entitled to one vote, at an election of members for the Board of Governors, or any subject submitted at the meeting.

Section 6.

Business shall be conducted at all meetings of the Club according to parliamentary usage and the order of business, so far as character and nature of the meeting will permit, shall be as follows:

- a) Opening of the meeting
- b) Roll call of the officers
- c) Reading of the minutes of the previous meeting
- d) Reading of the minutes of the Board of Governors
- e) Reports of standing and special committees
- f) Balloting for candidates
- g) Reading of communications
- h) Propositions for memberships
- i) Reading of bills
- j) Unfinished business

- k) New business
- l) For the good of the Club
- m) Adjournment of business meeting

Article II

MEMBERSHIP DUES AND FEES

Section 1.

The initiation fee, paid in advance, shall be determined either by an act of the Board of Governors or by a vote of the general membership at any regular meeting.

Section 2.

In case of the husband's death, his membership reverts to his wife's name, the certificates of ownership and the initiation fee charges shall be waived.

Section 3.

The annual membership fee shall be determined by a vote of the membership at the November General Business meeting.

Section 4.

Annual charges for utilities shall be at an amount set at the November General Business meeting. The total utility bill for the preceding year shall be used as a basis for determining the fee. In the event the above formula does not cover the utility fee, a base rate, determined by the Board of Governors, shall be added to the rate per foot. The minimum charge shall be as for a 20 foot boat.

Section 5.

Annual dock space fees shall be determined by a vote of the membership at the November General Business meeting. The fee for a member without a boat, but retaining his dock space, shall pay at a rate determined by the length of his last boat. The minimum charge shall be as for a 20 foot boat.

Section 6.

No dock space will be assigned a member except by special arrangement with the Treasurer, if the fee for same is not paid before the February meeting.

Section 7.

All indebtedness to the Club by members, such as dock in or out, tickets, or other incidentals, excepting fees as billed, shall be due and payable within thirty days of the first billing. All indebtedness (dues) to the Club by members billed January 2nd, shall be due and payable thirty days, with a deadline at the February meeting at which time membership ceases.

Section 8.

Application for reinstatement may be made by paying one year's dues in advance if said application is made prior to lapsation of one year. If application for reinstatement is made after a period of one year's lapsation the applicant must enter as a new member.

Article III

**AMENDMENTS OR ALTERATIONS TO CONSTITUTION OR
BY-LAWS**

Section 1.

To amend or alter the Constitution or these By-Laws the proposed amendment or alteration shall be submitted in writing to the Secretary, signed by at least ten members. The Secretary shall immediately cause such proposed amendment or alteration to be posted on the bulletin board. The Board of Governors shall call a special meeting of the Club for consideration of the proposal, for a date within thirty days after such posting, unless a regular or the annual meeting falls within such period. At least five days before such meeting, the Secretary shall mail to each member a copy of such proposal and signatures.

Section 2.

Amendments to such proposals shall be signed by members and submitted to the Secretary at least three days before the meeting at which the proposal is to be considered and shall be immediately posted on the bulletin board.

Section 3.

It shall require two-thirds vote of the members present to adopt such a proposal or amendment thereto.

Article IV

RESIGNATIONS

Section 1.

Notice of Resignation - All notice of resignation must be in writing by October 31st. The member will be considered a full member until December 31st unless they surrender Certificates of Ownership to the Secretary of the Grand River Yacht Club for redemption.

Section 2.

Notice of resignation after October 31st shall not exempt a member from dues and fees for the upcoming year.

Section 3.

Termination of membership in the Grand River Yacht Club for any reason whatsoever shall terminate the right or interest of such member in the assets of the Club and shall operate as a bar to any right or interest or claim in the assets of the Club that he as a member may have had. In the event the termination of said membership, either by death or in any other manner, except by indebtedness to the Corporation, the Certificates of Ownership that were purchased must be tendered to the Club for redemption, at face value.

Article V

CLUB FLAG

Section 1.

The official Club Flag shall be pennant shaped its hoist two-thirds its length. It shall be divided parallel to the hoist one-third of its length from the hoist. It shall also be divided horizontally from a point midway on the hoist to its extreme point. With the hoist to the upper left section left, this section shall be blue with a large white star superimposed thereon. The upper right shall be white and the lower left white with a large blue star superimposed thereon. The lower right shall be red.

Section 2.

Official Club Flags and cap buttons may be purchased from the Secretary, at a price arranged by the Board of Governors.

Section 3.

Yachts enrolled in the Club shall have the right to fly the Burgee except when under charter to a non-member.

Section 4.

Incoming Flag officers shall receive a flag denoting their office at the Change of Watch Ceremony.

Article VI

ADVISORY BOARD

Section 1.

There shall be an Advisory Board consisting of all of the Past Commodores of the Club, which shall serve in an advisory capacity to the Commodore. The Commodore shall appoint the Chairman of the Advisory Board.

Article VII

CARE OF YACHTS

Section 1.

Members shall be responsible for the proper mooring of their vessels, and neither the Club nor its members shall be responsible for any damage which may occur from the slipping, breaking away from moorings or dragging their anchor, but in case of an accident, reasonable effort will be made to protect the property of the members.

Article VIII

ASSESSMENTS

Section 1.

To assess the membership the proposed assessment shall be submitted in writing to the Secretary, signed by at least ten members. The Secretary shall immediately cause such proposal to be posted on the bulletin board. The Board of Governors shall call a special meeting of the Club for consideration of the proposal, for a date within thirty days after such posting unless a regular or the Annual Meeting falls within such period. At least five days before such meeting, the Secretary shall mail to each member a copy of such proposal and signatures.

Section 2.

Amendments to such proposals shall be signed by five members and submitted to the Secretary at least three days prior to the meeting at which the proposal is to be considered, and shall be immediately posted on the bulletin board.

Section 3.

It shall require a two-thirds majority of the votes cast to adopt such proposals and amendments thereto.

Section 4.

Members in good standing that are unable to attend the meeting may cast their vote for such proposals and amendments by proxy if presented to the Secretary in writing prior to the meeting.

Article IX

DOCKS

Section 1.

There will be a three member Appraisal Committee, consisting of the two Senior Trustees and the Fleet Captain, whose duty is to appraise each dock that is to be vacated. Annually they shall re-appraise all the docks in the Club to arrive at a realistic value. The maximum value shall not exceed \$400.00 per dock, or \$200.00 per member's ownership. The Club will not buy or sell any dock, but will act on behalf of the members leaving or exchanging docks. If a member resigns from the Club, his dock will be appraised and the value will be credited to the resigning member by the Grand River Yacht Club. In turn, the new member will reimburse the Club the same amount.

Section 2.

Docks must not be less than 36 inches wide and not less than 30 feet in length, and of a design approved by the Board of Governors.

Section 3.

Conditions for Guest docking shall be determined by the Board of Governors.

Section 4.

Precedence in changing dock assignments shall be on the basis of priority by seniority. Effective with the 1976 boating season, any member desiring a change in dock shall submit a written request to the Fleet Captain prior to the February business meeting. Letters should state acceptable locations by dock numbers, north or south (i.e. desire dock in areas of 6 to 10 north). Privileged members without docks who wish to obtain a dock may do so by a similar letter, subject to priority by seniority and availability, but will have precedence over new members. Letters of application for a dock change will remain active until a satisfactory change is effected, or canceled by the member. Temporary dock changes must be at the permission of the dock owner and acceptance by the Fleet Captain.