

Warwick Yacht
&
Country Club, Inc.

Bylaws

Revised 2009



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**BYLAWS
OF
WARWICK YACHT AND COUNTRY CLUB, INC.**

**ARTICLE I
NAME**

The corporate name of this club is Warwick Yacht and Country Club, Inc., herein referred to as "Club"

**ARTICLE II
PURPOSE**

The purpose of this club is to provide yachting, open-air and indoor games and sports, and facilities and conveniences for the social intercourse and entertainment of its members.

**ARTICLE III
SEAL**

The corporate seal of the Club shall consist of two concentric circles, between the outer and inner edges of which shall appear the name "Warwick Yacht and Country Club, Inc.", and within the inner circle of which shall be the word "Seal"

**ARTICLE IV
MEMBERSHIP**

Section 1 **Classes of Membership**

a. The membership of the Club shall consist of the following classes of membership:

- (1) Full Resident Member, Class A. Such member shall consist of a person who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is an owner of two shares of the capital stock of the corporation. This class has no geographical area of limitation. Under this class, both husband and wife of a married couple are equally Class A members, and each may be issued a share of stock.
- (2) Full Nonresident Member, Class B. Such a member shall consist of a person who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and whose usual place of residence or domicile is greater than a thirty (30) mile radius from 400 Maxwell Lane, Newport News. Such a person must own one share of capital stock of the corporation.
- (3) Single Membership with Dependents, Class D. Such membership shall consist of a single (one) member with dependants who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is an owner of one share of the capital stock of the corporation. This class has no geographical area of limitation.
- (4) Honorary Member, Class E. Such a member shall consist of a person nominated by the Board of Directors and elected to such honorary membership by the general membership at an annual meeting. Such person shall not be required to own stock.
- (5) Military Member, Class F. Such member shall consist of a person who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is a member of the Armed Forces and on active duty in Virginia. Such person shall not be required to own stock.

- (6) Inactive Resident Member, Class H. Such a member shall consist of a person who has heretofore been a member in good standing for a period of not less than three years and who has in writing petitioned the Board of an inactive resident membership classification for a period of not less than 12 months. The Board may, at its discretion grant inactive membership to such member, and such member shall pay dues given in the Appendix (Fees, Dues, and Privileges), and subject further to the following:
- a) Only one such period of inactive membership shall be granted to any member.
 - b) During the inactive period, such member shall have no club membership privileges.
 - c) No inactive member shall be permitted to retain or lease a slip during inactive period.
 - d) Should such member desire reinstatement prior to the end of one year, he/she may, at the discretion of the Board, be reinstated earlier upon payment of the difference between the amount of normal dues for such period and the payment actually paid during the inactive period.
- (7) Inactive Nonresident Member, Class I. Such member shall consist of a member who has moved or been transferred beyond the geographical areas stated in Article IV, Section I, paragraph (2), but who desires to retain stock and remain on the roll until return to the local area and who has in writing petitioned the Board for an inactive nonresident membership classification. Upon return, the person will be reinstated to active status, with dues to commence the first day of the month following return. During the inactive period, such member shall have no club membership privileges.
- (8) Junior Membership, Class J. Such membership shall consist of a person (one), age 21-30, Without dependants who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is an owner of one share of the capital stock of the corporation. This class has no geographical area of limitation
- (9) Senior Member, Class R. Such member shall consist of a person who is at least 65 years old and has previously been a Class A or Class S member for no less than ten years. The member shall retain the same number of shares of stock as previously owned. Any Class A or Class S member who, under the previous 8 year rule, would have been eligible to request transfer to this membership classification within 12 months of adoption of these bylaws may petition the Board of Directors to waive the additional 2-year waiting period.
- (10) Single Member, Class S. Such member shall consist of a person (one) who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is unmarried without dependants. Such person shall own one share of stock.
- (11) Temporary Member, Class T. Such member shall consist of a person who is offered membership on trial basis and who has the same privileges as a regular Class A member but cannot vote, hold office, chair a committee, or rent a slip. No membership stock is required. A temporary membership shall be limited to three months and is nonrenewable. A percentage of the initiation fee may be applied to the full membership initiation fee as determined by the Board and within the time frame determined by the Board.

- (12) Special Membership, Class Z. Such member shall consist of a person who is offered membership on a special basis and who has the same privileges as a regular Class A member but cannot vote, hold office or chair a committee. The terms and conditions of each Special Membership shall be approved by the Board of Directors.

Section 2. Eligibility for Membership

- a. Any person who has reached the age of 21 years may apply for membership in Class A, B, F, S, or T.
- b. Upon attaining the age of 65 years, any past or current member who was previously a Class A or Class S member in good standing for no less than ten years may apply for membership under Class R.

Section 3. Application for Membership

- a. An application for membership shall be submitted in writing to the Secretary, upon an application form approved by the Board of Directors. The application must be endorsed by three Class A, R, and/or S members, none of whom shall be a member of the Board of Directors.
- b. The Secretary shall forward the application to the Membership Committee for the committee's review and recommendation to the Board of Directors.
- c. Upon approval of the application by the Membership Committee, the name of the applicant shall be posted on the official bulletin board in the clubhouse for a period of two weeks.
- d. If the application is disapproved by the Membership Committee, the name of the applicant shall not be posted, but a report of the disapproval shall be made to the Board of Directors, to be considered by the Board at its next regular meeting.
- e. If the Membership Committee is unable either to approve or disapprove the application, or disapproves of the application in its recommendation to the Board of Directors, the board may take the following action:
 - (1) Vote to disapprove the application.
 - (2) Upon majority vote, cause the name of the applicant to be posted for a 2-week period and to and to consider such person for membership at its next regular meeting after the 2-week posting period.
- f. The negative vote of two members of the Board of Directors shall be sufficient to exclude any applicant from membership. Thereafter, the name of the applicant shall not be considered again within a period of one year.
- g. Upon the request of any member of the Board of Directors, the Chairman shall order a secret ballot taken upon the name of any person before the membership.
- h. An application for membership may be approved by the Board of Directors subsequent to the 2-week posting period, provided that during such posting period no objection to such proposed member is received by any Officer or Board Member from any member.

- i. During the posting period, in the event that any member, for any reason, disapproves of an applicant, the member may write to or communicate in any manner with any Officer or Board Member to apprise the Officer or Board Member of his/her disapproval of an applicant and the reason thereafter.
- j. If an Officer or Board Member receives any objection from any member during the 2-week posting period, any prior action of the Board of Directors representing "approval subject to posting" shall NOT constitute acceptance of such person by the Board of Directors, and the Board shall reconsider the application at the next regular or special meeting.
- k. A person elected to membership shall be billed for the first month's dues in advance on the first day of the month following the effective date of such approval by the Board of Directors, and the application, if all stock charges and initiation fees have been paid, shall be member effective the first day of the month following approval.

Section 4. Limitations on Membership

- a. The Board of Directors may, at its discretion, limit the number of persons permitted in any or all classes of membership.
- b. The Board of Directors may, at its discretion, as the classification "Temporary Member, Class T" fix such terms and conditions as it deems appropriate for periods not to exceed one year.

Section 5. Privileges and Responsibilities of Membership

- a. The privileges of membership vary according to the classification of membership held and are limited or restricted as follows:
 - (1) VOTING. All holders of stock in the Warwick Yacht and Country Club, Inc., shall be entitled to one vote for each share of stock held, on each matter submitted to a vote at any Annual or Special Meeting of the stockholders.
 - (2) HOLDING OFFICE. Holding office or Board membership shall be limited to Class A, S, and R members.
 - (3) RENTING SLIPS. Class A, D, J, S, and R members may rent slips. Priority for renting available slips is given to Class A, D, S and R members. However, members of other classes may not be preempted by Class A, D, S and R members more than three times.
 - (4) USE OF CLUB FACILITIES. Subject to such rules, regulations and assessments as may be imposed by the Board of Directors, the use of Club facilities, including the lounge, dining room, pool, ramp, tennis courts, shall be extended to all active members. The use of facilities, unless otherwise restricted, is further extended to children of a Club member who are dependent upon such member, who reside in member's household, and who are under the age of 26 years, and to the parents of such member who reside in the member's household. Married children and their spouses residing in the household of a member or elsewhere and not extended Club privileges.
 The foregoing shall apply to the following classifications with limitations as noted.
 - (a) Classes A, B, F, R, S, and T – No limitations.
 - (b) Class E-Limited to member and spouse, provided such member resides with spouse.

- (c) Classes H and I – No use of Club facilities extended to either member or family of such member during such inactive period.
- b. DEATH OF A MEMBER. In the event of the death of a member, upon request of the spouse, the membership may be transferred to such spouse, provided:
- (1) Stock was bequeathed to the spouse, or the spouse is entitled to the stock by interstate succession.
 - (2) The executor or administrator endorses the stock.
 - (3) Copy of the will, if any, or an affidavit of entitlement as sole heir, if by intestacy, and qualification certificate are furnished the secretary.
- c. DIVORCE OF A MEMBER. In the event of divorce, both owners of stock shall continue to have Club privileges, and Class A dues shall continue to be paid until the divorce is final. In the event of a share of stock being assigned to a spouse after divorce, the assignee may petition the Club for transfer to single (Class D or S) membership when the divorce becomes final.
- d. RESPONSIBILITY FOR CHARGES. A member shall be responsible for all charges made or incurred by a spouse, former spouse, dependents, and guests unless, prior to such charges being made, the Club is notified in writing that such charges will not be the responsibility of said member, In this case, charging privileges will be denied.
- e. CHANGE IN MARITAL STATUS OR DEPENDENCY. A member is responsible for advising the Club of any change in his/her marital status, any change in the marital status of his/her children, or any change in dependency or age that would affect the privileges granted to any person to use Club facilities.

Section 6. Shares of Stock and Certificates

- a. Each holder of the capital stock of the Club shall be entitled to a certificate or certificates, when fully paid, under the corporate seal of the Club and signed by the President or Vice President and by the Secretary, showing the amount of stock in the Club owned by him/her. When two shares of stock are required for membership in a full-member class, one may be in the name of each spouse, if so desired, or both shares may be in the name of the husband or wife.
- b. No transfer of the stock of the Club shall be recognized or allowed except by transfer by the holder thereof, in person, or by his duly authorized attorney, and upon the payment of all dues and other charges owing by the holder and the surrender of the certificate or certificates of stock.
- c. The transfer book and the stock ledger of the Club shall be the only evidence as to the stockholders who are entitled to vote at any meeting of the Club. Such transfer book shall be closed for a period of 15 days prior to any annual or special meeting of the Club.
- d. The sale of, or an agreement for the sale of, the stock of a member without the prior consent of the Board of Directors shall automatically deprive such member of the use and privileges of membership, but such member, until he/she has resigned and such resignation has been acted upon by the Board of Directors at the appropriate time, shall continue to be liable for his/her dues and charges.
- e. Retention of stock by a resigned member or the acquisition of stock by a nonmember of the Club shall in no case confer upon or entitle such person to membership in or to the use and privileges of the Club.

- f. Stock returned to the Club by a resigned member, with the same properly endorsed, shall be retired in chronological order as requests for new stocks are received. The amount representing the initial purchase price of the stock, less an outstanding indebtedness to the Club, shall be refunded to the resigned member when the stock is retired.

Section 7. Dues, Fees, and Collection

- a. The amount of rental charges for slips, pool, or clubhouse and the amount charged for initiation fees and dues shall be fixed by the Board of Directors.
- b. The Board of Directors shall pass suitable rule and regulations to enforce the collection of dues, charges, and other indebtedness to the Club by its members, and shall prescribe penalties for nonpayment thereof.
- c. All classes of Club members and their guess desiring to participate in the athletic features shall pay, in addition to the regular Club dues, fee as may be fixed by the Board of Directors from time to time.
- d. In case of nonpayment of such additional fees, a member shall be subject to the same penalties as provided for nonpayment of regular dues.

Section 8. Good Standing

A member is considered to be in "good standing" that meets all of his/her obligations to the Club under the established bylaws and standing rules. "Good standing" is negated by actions as covered under Section 10 of this article that include:

- a. Nonpayment of dues, fees, and charges
- b. Offensive/inappropriate behavior on Club property
- c. Violation of Club rules

Section 9. Nonpayment of Dues Assessments and Charges

- a. When the dues, assessments, or charges of any member constituting an indebtedness to the Club shall remain unpaid on the 20th day of the month of billing, the Bookkeeper shall notify such person that his/her name, with the amount due and owing to the Club will be posted as delinquent on the Club bulleting board unless the same is paid within five days.
- b. Following the expiration of a period of such five day period, the Treasurer shall post the names and amounts of such delinquent members.
- c. After the expiration of a period of five days following such posting, the Board of Directors may, without further notice to such member, suspend said member from further use of any and all of the Club's facilities.
- d. At any time after such suspension, the Board of Directors may, at its discretion, take action to expel said member in accordance with Article IV, Section 10.

Section 10. Discipline, Suspension, or Expulsion

- a. For the infraction or violation of the bylaws of the Club or the rules pertaining to the yachting facilities, house and grounds, pool or tennis courts duly adopted by the Board of Directors, or for any act or conduct deemed by the Board of Directors to be disorderly, injurious, or hostile to

of the Board of Directors.

- b. Upon receipt of a complaint involving the conduct of any member, or of the dependents or guests of any member, contrary to the good order, welfare, and discipline of the Club, the Commodore or Vice Commodore, with or without the concurrence of the Board of Directors, may send or may direct the Secretary to send, a written notice to such affected member, advising that the same shall be considered by the Board of Directors at a regular or special meeting, giving the time and place of said meeting, a general statement of the nature of the complaint, and a statement to the effect that such person shall appear before the Board at the time and place indicated, at which time such member shall have an opportunity to explain his/her conduct or action.
- c. At any Board meeting, either special or regular, for the purposes of this section, the Chair may proceed as follows:
 - (1) The Chair may orally advise the member whose conduct is in question of the nature of the complaint, or the Chair may read a written complaint submitted by a member, by the manager, or by an employee of the Club.
 - (2) The person whose conduct is in question shall be given an opportunity to state his/her position in the matter and to be present for the hearing of all testimony involved in said matter.
 - (3) Upon the conclusion of all testimony relating to the matter, the Chair may take the following action:
 - (a) Continue the hearing to another date agreeable to the person whose conduct is in question, for additional testimony or evidence.
 - (b) Excuse all persons except Board members, at which time the matter will then be discussed.
 - (4) Following such discussion, the Chair shall, by motion, submit the question to a vote by the Board, as to whether or not the member is or is not guilty of misconduct.
 - (5) Upon the majority vote of the Board members that such accused person is, in fact, guilty of misconduct, the Board shall then determine whether such person shall be suspended from the Club and the duration thereof, as applicable, or whether such person shall be expelled from the Club.
- d. If a member is expelled by the Board of Directors or suspended for a period of more than six months, said person may appeal such action to the general membership as follows:
 - (1) Said person may address a written appeal to the Board of Directors, subscribed by 20 members.
 - (2) Upon receipt of such appeal, the Commodore shall issue a call for a Special meeting of the membership within 60 days of receipt of the appeal.
 - (3) The Secretary shall provide all members with a 10-day notice of such meeting and the purpose for which the meeting is called.
 - (4) The involved person shall be afforded an opportunity to first state his/her account of the matter, or such person may decline to make a statement.
 - (5) Person familiar with the matter or witnesses may give their account to the membership.
 - (6) Following all testimony, the involved person and any nonmember witnesses, and all persons other than Club members, shall be asked to leave, and the membership shall then make such motions as it deems appropriate. Pending such appeal, the involved person, if suspended by the Board of Directors, shall continue to pay all dues and assessments during this period of suspension.

- e. Any member suspended by the action of the Board of Directors for any infraction of the bylaws or rules duly passed and promulgated by the Board of Directors must continue with his/her dues during the period of such suspension.
- f. A member expelled by the Board of Directors for any infraction of the bylaws or otherwise shall not be extended any privileges or access to the Club properties whatsoever in his own right, as a member of any organization permitted to use the Club, or as a guest of any member. However, after two years, such person may apply to the Secretary in writing for reinstatement.
- g. If an expelled member has retained his/her stock during such period of expulsion, and if such person's petition for reinstatement is accepted, no further initiation fees shall be required.
- h. If an expelled member tenders his/her stock for refund in accordance with Article IV, Section 6, and thereafter applies for reinstatement, such person shall be required to make new application for membership, and shall make such stock purchases and pay such initiation fees as may then be applicable.

SECTION 11. RESIGNATIONS

- a. A member desiring to resign from the Club shall request such resignation in writing addressed to the Secretary.
- b. The Board of Directors, for good cause shown, may waive the requirement of such request to be in writing.
- c. At the next regular meeting of the Board of Directors, the Secretary shall present to the Board any resignation requested, together with statement of indebtedness of such member to the Club, at which time the Board may act either to accept or to reject such requested resignation, setting conditions to be met in paying final indebtedness.
- d. For disposition of stock, see Article IV, Section 8
- e. Any member who resigns in good standing may thereafter make new application for membership, but must pay the initiation fee then effective and purchase stock, unless such person has retained his/her stock. Application must be in the same form and processed as any new application for membership.

ARTICLE V OFFICERS AND DIRECTORS

SECTION 1. OFFICERS

- a. **DESCRIPTION.** The officers of the Club shall be the Commodore (President), Vice Commodore (Vice President), Secretary, and Treasurer.
- b. **TERMS OF OFFICE**

- 1) The Commodore and Vice Commodore shall be elected for a term of one year or until their successors have been elected. They shall be eligible for reelection for only one more consecutive year. At the completion of his/her term of office, the commodore shall become an ex officio member of the Board of Directors for one year.
- 2) The Secretary and Treasurer shall be elected for a term on one year or until their successors have been elected. They shall be eligible for reelection.

c. DUTIES

- 1) Commodore. The Commodore shall be charged with the following duties and obligations:
 - a) Shall preside at all meetings of the Club and the Board of Directors.
 - b) Shall have the power to call a special meeting of the Club and of the Board of Directors at his/her discretion, and shall have the duty to call a meeting of the Club at any time upon written request of 20 active members, and of the Board of Directors upon the written request of four board members.
 - c) Shall be ex officio member of all committees of the Club and in the event of a tie, cast the deciding vote at a committee meeting.
 - d) Is authorized to use his/her best discretion in the interest of the Club on any matters not otherwise covered by these bylaws or rules and regulations, but shall advise the Board at its next regular meeting of such action.
 - e) Shall appoint the chairs for all standing and special committees of the Club.
- 2) Vice Commodore. The Vice Commodore shall be charged with the following duties and obligations:
 - a) Shall perform all the duties of the Commodore in the Commodore's absence or disability.
 - b) Shall organize and edit the Annual report of the Club for distribution at the Annual Membership Meeting.
 - c) Shall chair the Finance Committee
- 3) Secretary. The Secretary shall be charged with the following duties and obligations:
 - a) Shall keep minutes of all meetings of the Club and the Board of Directors, and report same at the next meeting.
 - b) Shall keep a correct roll of membership, and shall post the names of all committees and all notices upon the bulletin board in the clubhouse.
 - c) Shall have charge of the seal of the Club and all records not especially belonging to other officers.
 - d) Shall maintain and keep current all stock records.
 - e) Shall send all such notices as are required to be given, and perform such other duties as may from time to time be assigned to him/her by the Board.
- 4) Treasurer. The Treasurer shall be charged with the following duties and obligations:
 - a) Shall be the custodian of all money, funds, and securities of the Club, and shall oversee that same are deposited in any bank or banks designed by the Board of Directors, to the credit of the club.
 - b) Shall oversee the operational expenditures of the Club and any expenditures approved or authorized by the Board of Directors. Shall make a full report in writing to the club at the Annual Membership Meeting, at all regular Board Meetings or whenever requested by the Board of Directors.

- c) Shall oversee all collections due the Club, oversee all payments by check signed by himself/herself or such other officer designated by the Board of Directors, and oversee the credit of all receipts and payments to the proper accounts.
- d) Shall oversee the credits of all yearly appropriations to the respective committees authorized by the Board of Directors, oversee the payment of all bills properly approved by the chair of each committee, not in excess of appropriation, or by such person designated by the respective chair to act for him/her; oversee payments or disbursements as the Board shall direct; and oversee that all vouchers, papers, and documents with respect to the Club are filed and preserved.
- e) Shall ensure that all accounts and financial records are available at any time for inspection by the Board of Directors and the Finance Committee or any member thereof. Shall ensure that the financial records are audited at least once a year.
- f) Shall turn over to his/her successor all cash, securities, books, vouchers, documents, and papers pertaining to the treasurer's office.
- g) If directed by the Board of Directors, shall give bond for the faithful performance of his/her duties, the expense of same to be borne by the Club.

SECTION 2. DIRECTORS

- a. DESCRIPTION. The Directors of the Club shall be six members either elected by the voting membership or, to fill a vacancy, elected by the Board of Director.
- b. TERM OF OFFICE: The term of office for a Director of the Club shall be three years. To provide a stagger in the terms of Directors, two Directors shall be elected at each Annual Membership Meeting for a term of three years, and shall not be eligible for reelection until one Club year shall have elapsed after the expiration of their terms.

SECTION 3. NOMINATION OF OFFICERS AND DIRECTORS

- a. The Officers and Directors shall be nominated for election at the Annual Membership Meeting of the Club, or at a special general membership meeting called for this purpose upon ten days prior written notice given to all members by the secretary or by someone designated for this purpose by the Commodore or Board of Directors.
- b. There shall be a Nominating Committee, which shall nominate candidates for Commodore, Vice Commodore, Secretary, and Treasurer and for vacancies on the Board of Directors to be filled at the Annual membership Meeting of the Club.
- c. The Nominating Committee shall consist of five members, three of whom are to be elected by ballot at the Annual Meeting by a plurality vote and two of whom are to be elected by the Board of Directors by its meeting in September.
- d. The Nominating Committee shall post its nominations on the official Club bulletin board at least five weeks before the Annual Meeting.
- e. Any ten members may nominate other candidates for such vacancies by filing the names of such candidates with the Secretary at least three weeks before the Annual Meeting, and the Secretary shall post the names as received by him/her.

- f. No person shall be eligible for election unless he/she has been nominated and posted as aforesaid. However if a nominee for office withdraws his/her name, or for any cause becomes unavailable for election to the office to which he/she has been nominated, the Nominating Committee shall at any time prior to the Annual Meeting nominate to such office any member eligible to fill the same, or nomination for the office may be made from the floor at the Annual Meeting.

SECTION 4. PREPARATION OF BALLOT AND ELECTION PROCEDURE

- a. The Secretary shall prepare a list of the names of those persons duly nominated in accordance with article V, Section 3, in the notice for the Annual Meeting of the membership. Such list shall show the office, followed by the names of the persons nominated for such office in alphabetical order based upon the surname of such persons. The Secretary shall not indicate the source of such nomination or the manner of such nomination of such candidate in any manner whatsoever. He/she shall report to the Club at the annual Meeting, prior to election of officers, the names of all candidates nominated and shall furnish the members with printed ballots.
- b. The Chair of the Annual Meeting shall appoint not less than three tellers, but as many of others as deemed advisable, to ascertain if a quorum is present and to conduct the election of Officers and Directors.
- c. Separate ballots shall be required for election of each Officer and Director. A majority of all votes cast shall be necessary to elect. If there is no election on the first ballot for each Officer or Director, choice shall be made on another ballot between the two candidates receiving the highest number of votes on the first ballot.
- d. In case but one person is nominated for any vacancy, the ballot, on motion, may be dispensed with and the person elected by acclamation.

SECTION 5. BOARD OF DIRECTORS

- a. COMPOSITION. The Board of Directors shall be composed of the Officers of the Club (Commodore, Vice Commodore, Secretary, and Treasurer) and six Directors, with the immediate past Commodore as ex officio member and having a vote equal to any other Board member.
- b. MEETINGS.
- (1) Regular. The Board of Directors shall hold regular meetings monthly (at least one in each month) at a time and place designated by the Commodore, after due notice of such time and place of meeting has been sent to each member of the Board.
 - (2) Special. A special meeting of the Board may be called at any time by the Commodore, and shall be called upon the written request of four members of the Board upon five days notice of the time, place, and purpose of such meeting being sent to each member of the Board.
 - (3) Quorum. Not less than five members shall constitute a quorum, provided, however, that the votes of at least six members shall be required for establishing or altering the rules/regulations; for fixing the limit of membership; of recommending to the Club changes or amendments to the bylaws; for the removal of the whole or any member of any committee; or for the suspension or expulsion of any member, as provided for elsewhere in these bylaws.

- (4) Director Attendance. Any Director absenting himself/herself from three successive regular meetings of the Board without sufficient and satisfactory reasons may be dropped from the Board at its discretion, and another may be elected by the Board to fill the vacancy caused thereby until the next Annual Meeting, when such vacancy shall be filled by election by the general membership for any unexpired term.
- (5) Membership Attendance. Active members may attend regular Board meetings but may address the Board only if a request is made to the Commodore or Secretary at least 24 hours before the scheduled Board meeting.

SECTION 6. VACANCY OF OFFICER OR DIRECTOR

A vacancy occurring in any Office of the Club or in a Director position shall be filled by election by the Board of Directors. Such person elected by the Board shall serve until the next Annual Meeting, at which time such person serving the interim position shall be eligible for election to fill the unexpired term, to fill a vacant position for a full term, or to fill any other office.

SECTION 7. REMOVAL OF OFFICER OR DIRECTOR

The voting membership of the Club shall have the power, at a special meeting called for this purpose, with ten days notice to the membership, to remove by majority vote of all those eligible to vote, either in person or by proxy, any Officer or Director, and to elect another in his/her stead.

ARTICLE VI CONTROL AND MANAGEMENT OF THE CLUB

SECTION 1. GENERAL SUPERVISION BY BOARD OF DIRECTORS

The Officers and Directors, comprising the Board of Directors, shall exercise general supervision over and have full power to manage and regulate the affairs of the Club, including the full charge of all properties of the Club and the control and disposition of its funds, and shall have the authority to execute all necessary notes, bonds, bond extensions, and contracts except as pertain to the acquiring, mortgaging, or disposing of real estate owned by the club, unless authorized by the voting membership in accordance with Article VII. The board is further authorized to establish rules and regulations for the governing of the Club and its activities or facilities; to elect members to the Club; to suspend or expel members from the use of any or all Club facilities; to enforce established rules and regulations; and to do such other acts or things as, at its discretion, it may deem desirable, necessary, or expedient for the welfare of the club.

SECTION 2. DELEGATED RESPONSIBILITIES

The Board of Directors may transact the business of the Club through a Manager, to be hired by the Board of Directors, and through such committees as it may deem necessary.

SECTION 3. STANDING COMMITTEES

a. APPOINTMENT OF COMMITTEES

- (1) For the effective administration of the Club, the commodore, with the advice and consent of the Board of Directors, shall appoint such committees as deemed necessary with the

following as standing committees: Finance, Flag Raising, Grounds, House, Junior Sailing, membership, New Members, Past Commodores, Piers and Docks, Pool, Publicity, Regatta, Slip Assignment, Social, Tennis, Yachting, and Youth.

- (2) Not later than the second meeting of the Board of Directors following the Annual Meeting of the Club, the Commodore shall present to the Board a list of the names of the committee chairs appointed by the Commodore for the forthcoming year, subject to the approval of the Board.
- (3) If the Board, by majority vote, disapproves of any committee chair as presented by the Commodore, the Commodore shall then make other appointments as may be necessary to meet with the consent of the Board.
- (4) If a committee chair is appointed, it is understood that such chair shall select from the membership such persons as he/she desires to work on said committee.
- (5) All committees shall be appointed for a term of one Club year or until their successors are appointed.
- (6) The Board of Directors shall at all times have the power to remove the whole or any member of any committee, as in its judgment may be wise, and to fill vacancies thereby created. -

b. STANDING COMMITTEES AND THEIR DUTIES

- (1) Finance Committee. The Finance Committee shall consist of seven resident members in Class A, S, and/or R appointed by the Commodore with the approval of the Board. At least five of the seven members shall be other than Board members. The Treasurer shall serve as ex officio member of the committee. The duties of the Finance Committee shall be:
 - (a) Prepare and recommend the budget to the Board of Directors.
 - (b) Review and recommend to the Board all bids and contracts in excess of \$1000.00.
 - (c) Review and recommend insurance as required.
 - (d) Study and advise the Board on matters concerning the financial structure of the Club.
 - (e) Investigate and report to the Board on the status of all tax obligations and requirements.
 - (f) Supervise the Treasurer's actions.
 - (g) Approve the bookkeeping procedures and recommend to the Board the employment of bookkeeper(s) and auditor(s).
 - (h) Act on any other financial matters as may be directed by the Board.
- (2) Flag Raising Committee. The duties of the Flag Raising Committee shall be:
 - (a) Select an appropriate date for a flag-raising ceremony to mark the opening of the boating season for the Club, and report this date to the Board of Directors at its regular meeting in April of each year.
 - (b) Plan an appropriate flag-raising ceremony in whatever form it deems suitable.
 - (c) Make all arrangements for the implementation of such a plan, including the inviting of distinguished guests and speakers and the extension of invitations to other yacht clubs and to past commodores of the Warwick Yacht and Country Club.
 - (d) Make recommendations to and work closely with the Club Manager in providing suitable refreshments following the scheduled events.

- (e) Coordinate with other committees as deemed appropriate to hold more than one event on such day as may stimulate interest for the membership; for example, the holding of a boat parade or other similar event.
- (f) Submit budgetary needs to the Finance Committee as requested.

(3) Grounds Committee. The duties of the Ground Committee shall be:

- (a) Develop and implement a program of Club beautification.
- (b) Maintain all grass areas, roads and walkways, and develop plans for further improvement.
- (c) Concern itself with all drainage and sewage problems.
- (d) Obtain and place fill dirt wherever necessary.
- (e) Submit budgetary needs to the Finance Committee as requested.

(4) House Committee. The duties of the House Committee shall be:

- (a) Assist the Manager in matters of policy affecting service, employment of personnel, salaries, and of other staff and personnel problems.
- (b) Ensure proper decorum is maintained within the clubhouse at all times.
- (c) Recommend to the Board such rules/regulations as it deems necessary for house activities.
- (d) Assist the Manager in matters involving physical needs, such as equipment and furnishings, with suitable recommendations to the Board of Directors.
- (e) Ensure that the physical condition of the clubhouse and snack bar is maintained in good order, to include painting, repairs, and improvements.
- (f) Recommend to the Manager the hours of operation of the lounge, dining room, special events, etc.
- (g) Submit budgetary needs to the Finance Committee as requested.

(5) Junior Sailing Committee. The duties of the Junior Sailing Committee shall be:

- (a) Conduct a junior sailing program providing for the education and rating of junior sailors.
- (b) Submit budgetary needs to the Finance Committee for funds for instructor salaries, equipment, and other expenses related to the junior sailing program.
- (c) Assist and advise the Manager in hiring instructors, with recommendations as to salaries.
- (d) By the March Board meeting each year, submit program agenda to the Board of Directors for approval.

(6) Membership Committee. The membership Committee shall consist of five resident members in Class A, S, and/or R appointed by the Commodore with the cognizance of the Secretary, none of who shall be members of the Board of Directors. The names of the members of this committee, other than that of the committee chair, shall not be otherwise disclosed. The duties of the Membership Committee shall be:

- (a) Receive from the Secretary the application of a person for membership in the Club, and conduct such investigation of such person and make inquiries as it deems necessary to ascertain whether or not the approval of such person for membership would be in the best interest of the Club.
- (b) Thereafter, make its report or recommendation to the Board of Directors as to approval of the application.

- (c) Cause the name of such applicant to be promptly posted on the Club bulletin board (see Article IV, Section 3).
- (d) For an application upon which the committee is unable to make a decision or which it deems not in the best interest of the Club to approve, report to the Board of Directors for such further action on the application as the Board may deem necessary.

(7) New Members Committee. The duties of the New Members Committee shall be:

- (a) Obtain direction from the Board as to the number of new members desired and availability of openings in each class.
- (b) Actively solicit persons for membership who would be an asset and credit to the Club.
- (c) Develop and carry forth a program, with Board approval, for acquiring new members.
- (d) Secure for each new member a Membership Kit, to include membership card, copy of the bylaws and rules, and decals for vehicle.
- (e) Make such recommendations to the Board as it believes will help in acquiring new members.
- (f) Submit budgetary needs to the Finance Committee as requested.

(8) Past Commodore Committee. The Past Commodore Committee shall consist of all Past Commodores of the Club. Responsibilities of this committee shall be:

- (a) Counsel the Board of Directors on Club traditions.
- (b) Provide guidance and assistance for Officers and Directors on matters of concern.
- (c) Provide advice to committees on matters of concern.

(9) Piers and Docks Committee. The duties of the Piers and Docks Committee shall be:

- (a) Make an annual survey of all docks, piers, slips, pilings, and boat sheds and provide to the Board a written report of such survey, including observations and recommendations as to the physical condition of piers, docks, and slips, with particular attention to such pilings as may require replacement, boards and supports that need repair, slips that need dredging, and the extent of filling noted in others.
- (b) Make such other recommendations as deemed necessary to ensure that such piers, docks, and slips are maintained in good condition and will serve the needs of their users.
- (c) Submit budgetary needs to the Finance Committee as requested.

(10) Pool Committee. The duties of the Pool Committee shall be:

- (a) Submit budgetary needs to the Finance Committee for funds to provide for salaries of lifeguards and swimming coaches, for maintenance and repairs to the pool and related equipment, and for new equipment.
- (b) Assist and advise the Manager in hiring pool personnel (lifeguards, swimming coaches, etc.)
- (c) Establish check-in procedures to regulate pool use and to regulate use by guests.

- (d) Recommend and submit to the Board of Directors such rules and regulations as it deems necessary.
 - (e) Report periodically to the board of Directors on the condition of the pool.
 - (f) Confer with the Manager on all personnel problems and make recommendations.
 - (g) If desired, establish a subcommittee to handle all phases of the activities of the swimming team, including awards, interclub meets and other team activities.
- (11) Publicity Committee. The duties of the Publicity Committee shall be:
- (a) Prepare for release and pursue the publication of news releases affecting all phases of Club activities for local newspapers and other media.
 - (b) On request of committees, assist in publicizing committee events.
 - (c) Maintain a scrapbook of news releases, photos, and similar items.
 - (d) Assist the Vice Commodore in the preparation of the Annual Report for distribution at the Annual Membership meeting.
- (12) Regatta Committee. The duties of the Regatta Committee shall be:
- (a) Obtain approval from the Board of any date set for a Chesapeake Bay Yacht Racing Association (CBYRA) sanctioned regatta.
 - (b) Organize, train, and supervise race committees and all other support groups needed to conduct a pleasant and safe regatta.
 - (c) Obtain any permits required by the US Coast Guard, the Commonwealth of Virginia, or any other governmental body, and comply with all laws and regulations.
 - (d) Assure the presence of all needed equipment, forms, trophies, literature, and gear well in advance of the scheduled event.
 - (e) Coordinate with other Club committees to arrange for regatta participants' access to other Club facilities.
 - (f) Prepare "a schedule of events" and budgetary requirements for Board approval 60 days prior to event.
 - (g) Conduct a regatta that emulates the standards set by CBYRA and contributes to the advancement of yacht racing.
 - (h) Secure additional boats to assist in towing sailing craft to race areas and provide Board with a list.
- (13) Slip Assignment Committee. The duties of the Slip Assignment Committee shall be:
- (a) Assign available slips to members on slip waiting lists.
 - (b) Judge boat accommodation in reassigning slips.
 - (c) Review and approve slip changes initiated by slip occupants prior to such changes taking place.
 - (d) Recommend to the Board such rules/regulations as it deems appropriate and necessary for waterfront facilities and use.
 - (e) Communicate committee decisions to the Manager for implementation.
- (14) Social Committee. The duties of the Social Committee shall be:
- (a) Prepare a social program reflecting the desires of the membership.
 - (b) Make recommendations to and assist the Manager in connection with all major social events.
 - (c) Establish dates for Club events, and release other dates for private functions.

- (d) Submit budgetary needs to the Finance Committee as requested.
- (15) Tennis Committee. The duties of the Tennis Committee shall be:
- (a) Arrange and schedule all interclub and intraclub tournaments and matches, avoiding conflict with any CBYRA regattas.
 - (b) Secure and provide suitable trophies for such events.
 - (c) Recommend to the Board of Directors rules/regulations relating to tennis necessary to ensure maximum and orderly use of the tennis courts.
 - (d) Develop a sound and active tennis program
 - (e) Recommend to the Board such physical repairs and needs of the tennis courts as deemed necessary.
 - (f) Prepare budgetary requirements for presentation to the Finance Committee.
- (16) Yachting Committee. The duties of the Yachting Committee shall be:
- (a) Maintain a roster of boat owners, to include boat descriptions, locations, and any other useful information.
 - (b) Appoint two subcommittee chairs: Power and Sail.
 - (i) The Subcommittee for Power shall:
 - Develop a plan of social and educational events, activities, and objectives for Club power boaters for the coming year by April 30th.
 - Assist the Regatta Committee with power boats for use as patrol craft, committee boats, or towing craft to ensure the safe, smooth conduct of the annual regatta.
 - (ii) The Subcommittee for Sail shall:
 - Develop a plan of social and educational events, activities, and objectives for Club sail boaters for the coming year by April 30th.
 - Assist the Regatta Committee with sailboats for use as committee boats or towing craft to ensure the safe, smooth conduct of the annual regatta.
- (17) Youth Committee. The Youth Committee is authorized to form as many subcommittees as deemed necessary for an effective youth program. The duties of the Youth Committee shall be:
- (a) Provide periodic parties, seasonal events, and entertaining functions for the children of Club members to increase their enjoyment of the Club.
Recommended events are: Easter egg hunt, pool picnic and swim party, Halloween party, and Christmas party.
 - (b) Plan all such functions in coordination with the Manager.
 - (c) Submit budgetary requirements to the Finance Committee as requested.

ARTICLE VII MEETINGS OF THE MEMBERSHIP

SECTION 1. ANNUAL MEETING

- a. **TIME AND PLACE.** The Annual Meeting of the stockholders of the Club shall be held on the third Friday of January of each year at the clubhouse at 400 Maxwell Lane, Newport News, Virginia, or at such other time and place as the Board of directors may determine. Ten days written notice shall be given to all of the stockholders of record by the Secretary.
- b. **ORDER OF BUSINESS.** The order of business at the Annual Meeting of the stockholders shall be:

- (1) Noting of members present.
- (2) Reading minutes of last Annual Meeting and of any subsequent Special Meetings.
- (3) Report of Board of Directors.
- (4) Report of Treasurer and other Officers.
- (5) Report of committee on amendments to bylaws and action on proposed amendments.
- (6) Report of special committees and consideration of any resolution attached thereto.
- (7) Election of Officers.
- (8) Deferred business.
- (9) New business.

The order of business may be suspended on motion passed by a majority vote of the members present.

- c. **QUORUM REQUIREMENTS.** Thirty stockholders, present in person, shall constitute a quorum at an Annual Meeting for all matters except for consideration and/or adoption of any resolution or motion relating to the matters listed below, in which case a quorum of not less than a majority of all stockholders in person or by proxy, 30 of whom shall be present in person, shall be required:

- (1) Any matter involving the acquisition, mortgaging, or disposition of real estate owned by the Club or proposed to be acquired by the Club.
- (2) Any alterations or amendments to the bylaws.
- (3) Consideration of the election of any person to honorary membership.
- (4) Removal of any Officer or Director of the Club.

Prior to the consideration of any of the foregoing matters, notice thereof shall be included in the call or notice of such meeting.

SECTION 2. SPECIAL MEETINGS

- a. In addition to the Annual Meeting of stockholders provided in these bylaws, a special meeting of the stockholders may be called:
- (1) By the Commodore.
 - (2) Upon the written request of four members of the Board of Directors.
 - (3) Upon the written request of 20 stockholders.
- b. The written request provided in (2) and (3) above shall be directed to the Secretary with a copy to the Commodore and shall contain the following information:
- (1) Purpose for the call of such special meeting.
 - (2) Requested date of such meeting, and time thereof, such date and time to be not less than 30 days from the time such notice is received by the Secretary.

- (3) Place of such meeting. The clubhouse shall be designated only after obtaining the approval of the Commodore.
- c. Upon receipt of a request for a special meeting of stockholders in conformity with a and b above, the Secretary shall forthwith post a copy of such written request upon the Club bulletin board and shall thereupon cause written notice of such meeting to be given to all members not later than ten days prior to the date of such call.
 - d. The Secretary shall secure the approval of the Commodore as to the content and form of such notice, and the decision of the Commodore as to such form and content shall be conclusive.
 - e. The order of business at such special meeting shall be limited to such matter as is stated in the call.
 - f. The same quorum requirements apply as stated in Article VII, Section 1c.

SECTION 3. PROXIES

- a. At any Annual or Special Meeting of the stockholders, the vote of any stockholder may be received upon a properly completed proxy prepared by the Secretary of the Club.
- b. A properly completed proxy, duly received by the Secretary, shall be considered under Article VII, Section 1.
- c. In regard to the election of officers, proxies shall be counted upon the first ballot for any office or vacancy but shall not be considered upon any subsequent ballots for the same office or vacancy.
- d. If the person completing the proxy designates that the same is to be voted by the Secretary, the Secretary shall vote such proxy in accordance with the direction of the Commodore based upon the results of a majority vote of the Board of Directors.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall begin on April 1st and end on March 31st of each year, unless same be changed by a two-thirds vote of the Board of Directors.

ARTICLE IX STANDING RULES

The Board of Directors, to implement the purposes of the Club, is authorized to adopt such rules and regulations as it may deem necessary for the orderly administration of the Club and its facilities, not otherwise inconsistent with these bylaws. Such rules and regulations, when adopted by the Board, shall be posted for a 10-day period on the Club bulletin board, and the Board may promulgate such rules and regulations in any other manner it deems advisable.

ARTICLE X PARLIAMENTARY PROCEDURE

At all meetings, either of the general membership or of the Board of Directors, regular or special. Parliamentary procedure shall be that as established and approved by Robert's Rules of Order Revised.

ARTICLE XI BYLAWS

SECTION 1. AMENDMENTS

Amendments to the bylaws of the Club may be adopted at any Annual or Special Meeting of the membership as provided for in Article VII, Section 1.

SECTION 2. ADOPTION PROCEDURE

A draft of all proposed amendments to the bylaws shall be filed with the Secretary at least 20 days before the meeting at which such amendments are to be acted upon. The Secretary shall post copies on the Club bulletin board and, at least ten days before such meeting, shall further cause printed notices thereof to be mailed to each member entitled to vote.

SECTION 3. RECORD OF ADOPTIONS

- a. The foregoing bylaws and Appendixes A and B were duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 17th day of January 1969, and all previous bylaws and amendments thereto are herewith revoked and suspended.
- b. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 16th day of January 1970.
- c. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 16th day of January 1981.
- d. The foregoing bylaws and appendixes include amendments duly adopted at a Special Meeting of the stockholders of the Warwick Yacht and Country Club, Inc., held on the 31st day of March 1989.
- e. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 19th day of January 2007.
- f. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 16th day of January 2009, and all previous bylaws and amendments thereto are herewith revoked and suspended.