

ARTICLE I NAME

The name of the corporation is: Washington Outboard Club "WOC".

ARTICLE II PRINCIPAL PLACE OF BUSINESS

(A) The principal office of WOC for the transaction of its business is located at: PO Box 1226, West Sacramento, CA 95691.

(B) The Board of Directors is granted full authority to change the principal place of business from one location to another. Any change shall be noted and dated by the Secretary below this Article, and shall not be considered an amendment of these By-laws.

ARTICLE III PURPOSE

The purpose of the Washington Outboard Club is to promote water safety, good sportsmanship, to defend all boat owners against discriminatory legislation and burdensome taxation, to prevent the pollution of neighboring recreational waters, to stimulate a greater interest in boating among all citizens in the areas served by the Club, to create and develop good fellowship among local outdoor enthusiasts; to provide a medium of boating information exchange, to develop and own or lease property for the Club, to do all other things which will tend to serve the needs of boat owners, fishermen, water skiers, and all water sport enthusiasts.

ARTICLE IV. ORGANIZATION

WOC is organized pursuant to the Nonprofit Public Benefit Corporation laws of California.

ARTICLE V. MEMBERSHIP

SECTION 1. QUALIFICATIONS

(A) Membership in the WOC shall be open to boat owners age 18 and over with a boat not greater than 21' in length, nor greater than 3,500 lbs. in weight.

(B) Maximum total membership in the WOC shall be no more than 600 members. No new members will be accepted above this amount, but will be put on a "waiting list" in chronological order. A separate "waiting list" in chronological order will be established for residents who live in the "Port District"(West Sacramento and Clarksburg). Twenty-five (25) percent of the annual membership openings in the WOC will come from the "Port District" list.

(C) Application for membership shall be made in writing on forms prescribed and furnished by this corporation. It will include personal identifying data plus the person's **two** Club sponsors and an agreement to abide by the By-laws of the Club and the regulations and limitations proclaimed by its elected officers and directors. This includes compliance with ARTICLE V, SECTION 5, which covers required amount of club functions a member must attend) This application shall include a copy of the person's boat registration (DMV) and a copy of his/her car registration (DMV). The application will then be submitted to the membership and a favorable vote by the majority present shall be required to accept membership.

(D) All new members will be on a one year probation in which they will be required to volunteer for two WOC club functions IN ADDITION to the two required club functions as specified in

SECTION 5 (C). Failure to volunteer for two club functions will result in termination of membership.

SECTION 2. RESTRICTIONS

No member can use club membership or facilities to make a profit, such as fishing guide services or water skiing instructor, etc.

SECTION 3. PRIVILEGES

(A) Official membership status will be granted in the form of a membership card, a Port access sticker (to be placed on lower left side of auto windshield using adhesive backing on sticker), and key to Club gate. The rights and interests of each membership shall be equal.

(B) All members must show their membership card upon request of any other member or Port official when using the Port facility. All person(s) inside the port for the purpose of launching a boat must be with a card-carrying member.

SECTION 4. WITHDRAWAL

Any member may withdraw from membership at any time by filing written notice with the Secretary or by appearing before the Board of Directors. No refund of dues will be made.

SECTION 5. TERMINATION

(A) Membership in the Club will be terminated for non-payment of dues, after 30 days of the due date.

(B) Membership in the Club may be terminated by the Board of Directors for violation of Club' safety rules, providing the member knowingly disobeyed. Examples of safety violations include but are not limited to, water skiing in the Port basin and cove leading to the locks, exceeding the 5 miles per hour speed limit in either of these locations, unsafe boat operation, illegal parking, etc. At the discretion of the Board, a warning may be issued. Two warnings could result in membership termination. The accused member has the opportunity to defend his case before the Board of Directors. The Board's decision shall be final.

(C) Membership in the club may be terminated by the Board of Directors when any member does not attend or participate in two (2) club functions a year. (A year is defined as the period beginning 1 June through 31 May.) Functions being, regular membership meetings, dock or area work parties, kitchenhelp at club dinners, one donation of blood to the Club's account (5392), or combinations of each to make a total of two (2). This requirement does not apply to disabled club members.

(D) Membership may also be terminated by a 2/3rd vote of the members present for any reason whatsoever, providing prior notice has been sent to all members at least 10 days preceding the meeting.

(E) Termination of membership shall not release the member from any obligation due the Club.

(F) Any member found guilty of loaning his/her key or window sticker to a non-member will be

automatically terminated.

(G) Any member who wishes to charge another member with "misconduct" should send a signed letter giving the specific misbehavior and mailing or giving it to the Secretary. The Board will then review the accusation and take appropriate action, which may include having the members at the monthly Club meeting vote on what action should be taken.

(H) A member of the Club having been expelled for any reason, shall be at once notified by the Secretary of that fact, accompanied with a statement of the reasons. The expelled member shall there upon be required to surrender their membership card, key, forfeit their right to use any and all Club facilities, and any and all interest in the Club.

(I) Any member who has moved after adoption of these by-laws and their residence is beyond a 100 mile radius from the Port of Sacramento, shall relinquish their membership in order that someone else may become an active member. The exception would be if they can show that they periodically use this facility or that their move is only temporary.

(J) Any member who is terminated as mentioned above or who withdraws, must surrender their key, port access sticker(s), membership card and any other Club' property that they may hold. No refund of any portion of dues/fees paid shall be allowed.

SECTION 6. LIABILITY OF MEMBERS

(A) No person who is now, or who later becomes a member of WOC, shall be personally liable to WOC's creditors for any indebtedness liability, and any and all creditors of WOC shall look only to the assets of WOC for payment.

(B) Members are responsible for self and guest where personal liability is concerned and are responsible to carry their own insurance policy.

SECTION 7. MEMBERSHIP TRANSFER

No membership in WOC is transferable except if a member dies or becomes permanently disabled as defined below. If either occurs, the membership may be transferred to an immediate family member such as a spouse, son or daughter. Upon transfer, the transferring member shall surrender all keys, membership cards and vehicle stickers, at which time, WOC shall issue new keys, membership cards and vehicle stickers to the new member.

Permanently disabled is defined as the inability to engage in any substantial activity by reason of any medically determinable physical or mental impairment which has lasted or can be reasonably expected to last for a continuous period of not less than twelve (12) months. Substantial activity, for the purpose of this section, shall include, but is not limited to the inability to drive a vehicle, launch a boat, or pilot a boat without assistance. Evidence (Section 8 (B) of permanent disability shall be presented to the Board of Directors, as requested. Failure to provide evidence of permanent disability, if requested, shall be grounds for denial of transfer of membership. Any fees associated with obtaining any information requested by the Board of Directors shall be borne by the member requesting the transfer.

The Board of Directors shall make the determination whether the member qualifies for transfer of membership, and the decision of a majority of the Board of Directors is final. If the Board of directors cannot reach a majority decision, the matter shall be referred to the Commodore, who

shall render a decision, which shall become final and binding on the member.

SECTION 8. CATEGORIES

(A) Regular Members - shall be all such persons age 18 or over, who intend to participate in all affairs of the Club and have been approved by the Club membership. They are entitled to vote. They and their immediate family members age 18 and over shall have the privilege to hold office.

(B) Disabled members – Permanently disabled as defined by the Social Security rules, or veterans who are 50 percent disabled as defined by the Veteran’s Administration, Also, railroad workers or fire fighters who are 50 percent disabled. A written documentation must be provided to the club. Once deemed as a disabled member, the requirement to attend two annual functions (Section 5 (C) is waived.

ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

SECTION 1. DIRECTORS AND OFFICERS

(A) The Board of Directors shall consist of all persons duly elected to the Board by the majority of the Club members at the December meeting.

(B) It shall consist of the elected officers of Commodore, Vice Commodore, Secretary, Purser, retiring Commodore and four other members.

(C) The Board of Directors shall be responsible for carrying out the day-to-day action of leadership and administration of the Club. No officer or Club member shall claim to speak on behalf of the Club without prior approval of the majority of the Board.

(D) Only current members qualify for a position on the board of directors or to become an officer.

SECTION 2. TERM

All members of the elected Board of Directors, except officers, shall serve for a term of two years. All officers shall serve a two year term and hold any given office for no more than two consecutive terms in any combination of positions. An exception to these terms may be made when an officers term expires and no member volunteers or accepts a nomination for that office. If this should occur, the incumbent may remain in office for a period of one more year with a majority vote of club members present. Any member who’s term is up, must sit out for one year before reapplying for office.

SECTION 3. VOTING

Each member of the Board present at a meeting of the Board shall be entitled to one vote.

SECTION 4. ELECTIONS

(A) At the September general meeting, the Commodore will appoint an election nominating committee. The committee will consist of three members. The Chairman of the nominating committee will call for nominations for various offices. Nominations will be closed at the November general meeting.

(B) Any member who desires to run for Commodore must have served one term on the board in some capacity.

(C) Each candidate will have the opportunity to address the membership at the November meeting.

(D) Voting will take place at the December Club meeting. Each member who wishes to vote must display their current membership card.

SECTION 5. MANAGEMENT

(A) The management of the Club shall be vested in the Board of Directors.

(B) There shall be at least five members of the Board present at a Board meeting to constitute a quorum.

(C) In absence of a quorum any meeting may be adjourned by the vote of a majority of Board members present, but no other business shall be transacted. If a quorum is present and Board Members withdraw where it is less than a quorum, the present members may continue to do business until adjournment.

(D) Any and all business of the Club put before the Board must be approved by the majority vote of the Board members present.

(E) The Commodore will set the time and dates of any Board meetings, notice of these meetings shall be given to each Director by telephone, mail or personally at least three days prior to the meeting. Meetings are regularly scheduled from month to month.

SECTION 6. DUTIES OF OFFICERS

(A) Commodore - The commodore shall preside at all Board meetings and shall enforce all the rules and regulations and shall be the executive officer of the Club. He/she may call a special meeting by giving three day notice which states the place, day, hour and purpose of the meeting. He/she shall appoint all committees and shall direct and control all special committees so appointed. He/she shall carry on those duties assigned to him/her by these By-laws and by the Board of Directors.

(B) Vice-Commodore - The Vice-commodore shall have and may exercise all powers and duties of the Commodore during the absence or disability of said Commodore. He/she shall, by direction of the Commodore, assist in the promotion of any or all phases of Club programs. He/she shall succeed to the office of Commodore at such time a vacancy occurs in this office. He/she shall also be responsible to fill in as interim Purser in the Pursers absence and assist the Purser during heavy work loads.

(C) Secretary - The Secretary shall have the custody of all records and documents of the Club. He/she shall keep the minutes of all meetings of the Club. He/she shall keep a correct roster of the members name, address, key numbers, boat registration, car registration and Port access sticker numbers. This person is entrusted with the responsibility for sending and receiving all correspondence of the Club. He/she shall maintain the Post Office Box for the Club. During the absence of the Secretary, the presiding officer shall appoint a temporary substitute. The Commodore may also appoint an assistant Secretary to assist the Secretary during heavy

workloads.

(D) Purser - The Purser shall collect and have custody of all the funds of the Club and the disbursements of the same under the direction of the Board and the membership. All funds shall be deposited in one or more banks approved by the Board of Directors. Such deposits shall be made in the name of the Corporation only. He/she shall keep regular books and full accounts which shall be open at all times for inspection by the Board auditing committee or any member and shall give a financial report at each membership meeting. This person is responsible for the preparation and timely submission of financial reports as required by the State of California or the U.S. Government. All checks, drafts or other instruments for withdrawal of funds from the Corporation shall be endorsed by the Purser or substitute plus one of the following; Commodore, Vice-Commodore, Secretary or Board Member. Any amount of \$500.00 or greater will require approval of the board. The Purser shall submit to the Board for approval (by the February meeting) the proposed budget for the new calendar year. It will then be reviewed at the regular Club meeting for acceptance. The Purser's records shall be audited annually and at each change of the Purser's office by an independent committee of three selected by the Board of Directors.

SECTION 7. VACANCIES

Except as described above in Section 6 (B), vacancies caused by death, resignation, removal or disability of an Officer or Director shall be appointed by the existing Board by majority vote to serve during **the** interim or for the remaining time of a term.

SECTION 8. COMPENSATION

No Officer or Director shall receive any compensation for their services except for authorized expenses actually incurred in connection with Club business.

SECTION 9. MEETINGS

(A) Club membership meetings will be held once per month to conduct the business of and further the goals of its membership. The membership will be notified of the time, date and place of this meeting. Any change would be published in the Newsletter, by mail, or on the club website (washingtonoutboardclub.org).

(B) Special meetings of the Club shall be called by the Commodore or in his/her absence by the Vice-Commodore, Secretary or Purser. Notice of any special meeting shall be sent to each member by mail or on the club website (washingtonoutboardclub.org).

SECTION 10. VOTING RIGHTS

Each card carrying member is entitled to one vote on each matter submitted to a vote of the members voting.

SECTION 11. QUORUM

(A) In meetings of the general membership 50 members present shall constitute a quorum.

(B) In absence of a quorum any meeting may be adjourned by the vote of a majority of members present in person, but no other business shall be transacted. If a quorum was

present and members withdraw where it is less than a quorum, the present members may continue to do business until adjournment.

SECTION 12. ROBERT'S RULES OF ORDER

(A) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, and insofar as such rules are not inconsistent or in conflict with WOC By-laws, articles of incorporation, or law.

(B) Any issues not addressed within these by-laws or "Robert's Rules of Order" shall be decided by the Board.

SECTION 13. COMMITTEES

The Board of Directors shall have committees to perform such functions as designated from time to time.

ARTICLE VII - DUES AND FEES

(A) Membership is renewable on June 1st of each year by the payment of dues for the next twelve months.

(B) The Board of Directors shall fix the fees and annual dues for members from time to time as they deem necessary.

3. Keys

(A) Charge for duplicate key - \$20.00

(B) Member must provide in writing how key was lost.

4. Extra car stickers - \$2.00 each. Member must provide copy of additional car registration (DMV) for each sticker requested. All vehicles must be registered in the member's name. Stickers must be permanently affixed to lower left corner of windshield

ARTICLE VIII. GENERAL

SECTION 1.

Each and every power, duty, authority, and function of members, Directors, and officers of WOC shall be exercised in strict conformity with these By-laws and the Articles of Incorporation of WOC.

SECTION 2.

No director, officer or member of WOC shall, either directly or indirectly, participate in the deliberation upon a consideration of any question involving their pecuniary interest, or that of any corporation, partnership or association, other than the WOC in which they are directly or indirectly interested. If such a question is before the members or it's Board of Directors, the interested Member, Officer or Director shall withdraw from the meeting during deliberation, and

in this case, the remaining members and/or directors present shall by majority vote, exercise all power of the Club or Board of Directors, but only with respect to the one issue. Members or Directors who have so withdrawn are still considered "Present" for the purpose of determining and maintaining a quorum.

SECTION 3.

Copies of the organization papers of WOC, its By-laws, and all amendments thereto, results of nominations and elections, minutes of all meeting of members, and Board of Directors shall be contained in the minute books of this organization, together with any other papers of important historical value. The minutes of all meetings shall be signed by the presiding officer or chairman and by the Secretary or other person attending to their recording.

SECTION 4.

All books of accounts and other records of WOC shall on appropriate notice, be made available for inspection by any member, and to any duly authorized representative of the United States of America or the State of California upon his or her presentation of proper credentials.

ARTICLE IX. BY-LAWS

SECTION 1. EFFECTIVE DATE

These By-laws shall become effective immediately on their adoption. Amendments to these By-laws shall become effective immediately on their adoption unless the Board of Directors or members, as hereinafter provided, provide they are to become effective at a later date.

SECTION 2. AMENDMENT

The By-laws of this Club may be amended by a majority of the members voting. The text of any proposed amendment must be submitted to the Board of Directors for approval. Once approved, notification (via letter, email or club website) must be sent to all members at least ten days prior to a vote on the amendment. Changes judged by the Board to be minor will be postponed until the December meeting.

ARTICLE X. DISSOLUTION

Upon dissolution of WOC, the assets shall be transferred only to another organization qualified as a non-profit public benefit corporation with tax status as 501(c) (7) organization pursuant to the Internal Revenue Code selected by the Board.

These By-laws were duly adopted in 1994. Since then there have been nine Amendments adopted by vote of the membership.

Guy Brown
SECRETARY, Washington Outboard Club
April 10, 2018

Bylaws established 1994. Amended Jan 1999, Dec 2000, Aug 2001, May 2006, Jan 2011, Feb 2011, Aug 2011 (incorporated), Oct 2012, **April 2018**