

# AVON LAKE BOAT CLUB, Inc.

## BY-LAWS

### General Information

Approved: 5/23/85; \*Rev. 10-22-92; \*\*Rev. 1-01-01; \*\*\*Rev. 10-06-05; \*\*\*\*Rev. 03-24-16;

\*\*\*\*\*Rev. 10-09-19

### ARTICLE I MEMBERSHIP

\*Section 1. The purpose of The Avon Lake Boat Club, Inc. (hereinafter sometimes referred to as 'Club') shall be the binding together of active and supportive boating enthusiasts, (either boat owners or boat minded people) who have a mutual interest in boating and the use of Avon Lake Boat Club facilities.

\*\*\*\*\*Section 2. Membership in the Avon Lake Boat Club is limited to dues paying full-time adult residents of the City of Avon Lake, Ohio. Regular Membership shall be limited to the number of racks available or those who have given up their rack but choose to remain active in the club and continue to pay dues (Seniority Only). Social Membership is available to any adult resident of Avon Lake.

\*\*\*\*\*Section 3. Members are required, by Feb 28th, to pay dues and provide current contact information, including mailing address, email address, home and cell phone numbers. Members are required to promptly notify the Secretary of any contact information changes.

\*\*\*\*Section 4. Membership meetings shall be held on the fourth Thursday of each month during the months of January, February, March, April, May, and October. Such meetings shall be held at the Avon Lake Civic Center, 100 Avon Belden Rd., Avon Lake, Ohio, unless otherwise noted by the Board of Trustees to the membership.

Section 5. A quorum shall be required for all meetings and consist of ten percent (10%) of membership. No business of the Club may be conducted without a quorum present. Unless expressly provided to the contrary in the Articles of Incorporation, these By Laws, or the Ohio Revised Code. Each question put properly before any meeting of the members shall be decided by a majority vote of the members present.

Section 6. A Regular Member may, through a written proxy, authorize another to vote for him at all Member's meetings, but the person so authorized must himself be a Regular Member, and such proxy must be filed with the Secretary before the person authorized thereby can vote thereunder.

\*\*\*\*Section 7. Special meeting may be held at such times and places as may be ordered by the Board of Trustees, or by a call (giving the object) signed by at least ten (10%) of the members.

Notification (signed by the Commodore or Secretary and giving the purpose) of such annual and special meetings shall be given to each Member appearing as such on the books of the corporation, Forty-Eight (48) hours prior to the date of such meeting. At such meetings, no business shall be transacted except that reported in the notification.

Section 8. A written waiver, signed by a member, of notice of a members' meeting, whether executed before, at or after such meeting, shall excuse the giving of notice to that member. Attendance by a member at a members' meeting, shall constitute a waiver by him of notice of such meeting.

\*\*\*\*Section 9. A member may be suspended or expelled from the Club for violation of the Articles of Incorporation, Bylaws or the Ohio Revised Code, Rules and Regulations or abandonment of activity. No suspension or expulsion shall be brought against a member except upon written action of a majority of the Trustees.

\*\*\*\*Section 10. Any member against whom an action for suspension or expulsion is brought shall be informed, in writing, served at the last known address of record, of the specific reason for such action. Such member may, not later than (10) days, file a written request for an appeal hearing, to the ALBC, PO Box 17, Avon Lake, OH, 44012, on the charges upon which the action for suspension or expulsion is brought before the Board of Trustees.

\*\*\*\*Section 11. A member whose membership rights have been suspended shall not be entitled to any membership benefits of the Club and shall surrender keys during the pendency of the suspension. A member whose membership has been suspended may be reinstated to full membership rights by a majority vote of the Board of Trustees

\*\*\*\*Section 12. A member who has been expelled from the Club shall not be entitled to any membership benefits of the Club and shall surrender keys.

## ARTICLE II TRUSTEES

Section 1. The corporate powers, property and affairs of the Club, subject to the limitations contained in the Ohio Revised Code, the Articles of Incorporation or Bylaws, shall be exercised, conducted and controlled by the Board of Trustees, each of whom shall be a Regular Member of the Club.

\*\*\*\*Section 2. The Club shall be under direction of a Board of Trustees consisting of nine (9) members who will serve terms of three (3) years each. Each year the terms of three (3) trustees shall expire and their positions filled by three (3) trustees who will be elected for the following three (3) year terms. Trustees may be reelected to subsequent terms. Members serving as trustees shall be exempt from dues during their term of office.

Section 3. The Board of Trustees may appoint an Executive Committee of not less than three (3) members from their own number, who shall have charge of the management of the business and affairs of the Club in the interim between the meetings of Trustees, with power generally to discharge the duties of the Board of Trustees, but not to incur debts, excepting for current expenses, unless specifically authorized. They shall at all times act under the direction and control of the Board of Trustees and shall make report to the same of their acts, which shall form part of the records of the Club.

Section 4. The annual election of Trustees shall take place at the October membership meeting. The term of office shall begin January 1st next.

\*\*\*\*Section 5. The regular meetings of the Trustees shall be on the second Tuesday of the months of October, January, February, March, April and May, or other such date as established by the Board of

Trustees. Such meetings shall be held at the Avon Lake Civic Center, 100 Avon Belden Rd., Avon Lake, Ohio, or other designated location as determined by the Board of Trustees.

Section 6. A majority of the number of Trustees then fixed shall constitute a quorum for the transaction of business, except that a majority of the Trustees in the office shall constitute a quorum for filling a vacancy in the Board of Trustees. No business of the Trustees shall be conducted without a quorum present. Each question properly before any meeting of the Trustees shall be decided by a majority vote of the Trustees.

Section 7. Any Trustee may resign at any time by giving written notice to the Board of Trustees or to the Commodore or Secretary, and such resignation shall be deemed to take effect upon its receipt by the person or persons to whom addressed, unless some other time is specified.

\*\*\*Section 8. In case of any vacancy in the Board of Trustees, for any reason whatsoever, the remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by the vote of a majority of their number, nominate a successor to hold office. Election of a Trustee to serve the remainder of the terms shall be held at the next membership meeting.

Section 9. The Board of Trustees may fill any vacancy in any office occurring by whatever reason. Election of an officer to serve the remainder of the unexpired term shall be held at the next meeting of the membership.

Section 10. The Board of Trustees shall be authorized to enact rules and regulations which shall be binding upon the members. Any rules and regulations may be repealed, amended or enacted by a majority vote of members constituting a quorum at a regular or special meeting of the members.

Section 11. The Board of Trustees shall be authorized to take any and all legal action reasonably necessary and proper to enforce the Articles of Incorporation, these By Laws, such Rules and Regulations and the Laws of the State of Ohio.

Section 12. A leave of absence may be granted by the trustees if a member applies in writing to the trustees.

\*\*Section 13. If any Trustee shall miss three (3) consecutive Trustee or membership meetings without just cause and prior notification, the office shall be declared vacant. Election of a Trustee to serve to the remainder of the term shall be held at the next membership meeting.

### ARTICLE III OFFICERS

\*\*\*\*\*Section 1. The officers of the Club shall be a Commodore, Vice Commodore, Treasurer, Secretary. These officers shall be members of the Club in good standing. These officers shall be elected annually from and by the Trustees. Such election of officers shall be held at the regular January meeting of the Trustees.

Section 2. The duties of the Commodore shall be to preside at all regular and special meetings of both the membership and the Board of Trustees. He shall appoint all committees and be an ex officio member of all such committees.

\*\*\*\*\*Section 3. The Vice Commodore shall represent the Commodore in his absence and shall perform any other duties as shall be determined by the Commodore. The Vice Commodore shall also conduct New Member Orientation.

Section 4. The Secretary shall answer and conduct all correspondence and shall keep all records in proper order, showing membership, account status, etc. They shall sign all membership cards as approved by the Trustees. They shall keep a record of the minutes of regular and special meetings. All moneys shall be paid to the Secretary who shall give a receipt and post the amount to the proper account. They shall deliver all monies received to the Treasurer for deposit in an insured savings institution. In the event of the Treasurer's inability they shall deposit moneys and obtain a receipt for the Treasurer's record.

Section 5. The Treasurer shall have custody of all funds of the Club. The Treasurer, or a trustee designated by the Treasurer to act in his absence or inability to act, shall have the authority to sign all checks for payment of expenses of the Club when authorized by the Trustees for payment. He shall give a financial report at each meeting.

Section 6. Any officer may resign at any time by giving written notice to the Board of Trustees or to the Commodore or Secretary, and such resignation shall be deemed to take effect upon its receipt by the person or persons to whom addressed, unless some other time is specified.

#### ARTICLE IV FEES

\*\*\*\*\*Section 1. The ALBC offers four membership classifications. **Regular** membership allows the member the choice of a watercraft (excluding sailboats or jet skis) space, based on availability. These members may, with proper notice not later than Feb 1<sup>st</sup> of each year, and approval from the Rack Committee, switch between watercraft types, and assigned rack space based on seniority. Regular membership dues are \$250. annually. The dues for **Regular Retired** members who are over the age of 60, and fully retired, are \$200. annually. Regular members desiring to surrender their rack for temporary use for another member, as described in Rule 4, are classified as **Seniority** Members, without voting privileges, and shall pay dues in the amount of \$25. annually. Regular members will have voting privileges, unless they transition to the Seniority classification. **Social** membership is available to any adult resident of Avon Lake. Social members are entitled to participate in all club activities and have non-voting privileges. They will establish seniority at the time their membership is approved by the Trustees. Such seniority will establish the order of advancing to Regular membership when space becomes available. Social members shall pay dues of \$100. annually. A one-time initiation fee of \$100. is waived at the time of advancement to the Regular membership. Dues must be paid on or before Feb 28th of each year.

\*\*\*\*Section 2. Trustees are authorized to levy assessments in addition to annual dues for major improvements to Club facilities. Such levy must be authorized by the majority vote of members present at a regular or special meeting of the membership. Failure to pay such assessments promptly shall be cause for suspension of membership rights or expulsion from the Club.

#### ARTICLE V AMENDMENT OF BYLAWS AND ORDER OF MEETINGS

Section 1. These Bylaws may be amended at any time by resolution if approved by a majority of members present at a regular or special meeting called for this purpose.

Section 2. At the Members' meetings the order of business shall be as follows:

- A. Roll call.
- B. Reading minutes of previous meeting and acting thereon.
- C. Reports of Trustees and Committees.
- D. Financial report or statement.
- E. Reports of Commodore or other Officers.
- F. Unfinished business.
- G. Election of Trustees.
- H. New or miscellaneous business.

This order may be changed by an affirmative vote of the majority of members present.

Section 3. Where the Bylaws do not govern or control, then Robert's Rules of Order Revised shall govern the actions and deliberations of this Club.

#### ARTICLE VI INSURANCE AND INDEMNIFICATION

\*\*Section 1. The Club shall indemnify, to the full extent then permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Trustee, officer, employee, agent, or member of the Club.

\*\*Section 2. Expenses, including attorney fees, incurred in defending any action, suit or proceeding referred to in Section 2 of this Article may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, agent, or member of the Club to repay such amount, is entitled to be indemnified by the Club as authorized in this Article.

\*\*Section 3. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the Articles of Incorporation, this Code of Regulations, or any agreement, vote of members or of disinterested Trustees or otherwise, both as to action in official capacities and as to action in another capacity while he is a Trustee, officer, employee, agent, or member, and shall continue as to a person who has ceased to be a Trustee, officer, employee, agent, or member, and shall inure to the benefit of heirs, executors and administrators of each such person.

\*\*Section 4. The Club may, to the full extent then permitted by law, purchase and maintain insurance on behalf of itself and any person who is or was a Trustee, officer, employee, agent, or member of the Club against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability.