

SYSCO BYLAWS

Article One - Purpose

Section 1. The Small Yacht Sailing Club of Oregon (“SYSCO”) shall encourage and promote amateur racing of self-righting monohull sailboats and tri-maranes. SYSCO shall also encourage and promote cruising of the aforementioned vessels and power yachts.

Section 2. The Small Yacht Sailing Club of Oregon shall hold races for its Members and Associate Members, who shall be divided into fleets and/or one design classes within which competition will be on a boat-for-boat basis without handicapping, except as noted in Article 9, Section 6.

Section 3. The Small Yacht Sailing Club of Oregon shall fulfill these purposes at minimum expense to its membership.

Article Two - Regulation

Section 1. The internal affairs of the Small Yacht Sailing Club of Oregon shall be regulated by its Articles of Incorporation and by these Bylaws.

Section 2. The Bylaws may contain any provision for the regulation and management of the affairs of the Club not inconsistent with law and the Articles of Incorporation.

Section 3. The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a simple majority of the Members present at an annual meeting or a special meeting, provided that the proposed change was included in the meeting notice delivered to all Members.

Article Three - Membership

Section 1. There shall be two classes of membership: Members and Associate Members.

a. Membership is open to any person and his/her spouse or domestic partner who

- (1) Are over 18 years of age, and
- (2) Reside in the same household, and own a sailboat or have access to a sailboat on a recurring basis

b. Associate membership is open to any person and his/her domestic partner who

- (1) Are over 18 years of age, and
- (2) Reside in the same household, and

- (3) Do not own a sailboat, or
- (4) Are a partner in a boat where at least one person in the partnership is already a member of SYSCO.
- (5) Own a power yacht.

Section 2. Persons seeking to join SYSCO as a Member or Associate Member must submit to the Board of Directors (“Board”) a signed application which includes the following statement:

“I am over 18 years old and meet the criteria specified above for membership or associate membership. I hereby apply for membership in the Small Yacht Sailing Club of Oregon. Upon election to membership, I agree to abide by the Small Yacht Sailing Club Articles of Incorporation and Bylaws, including those sections providing for payment of dues and for service on race committees. In return, I expect to enjoy all privileges normally accorded members of the Small Yacht Sailing Club of Oregon.”

Section 3. Qualified applicants shall be elected to membership by a simple majority of the directors present at a properly convened meeting of the Board.

Section 4. Each Member shall enjoy all the rights and privileges of membership, including the right to vote on corporate matters required by statute or corporate Bylaws to be decided by a vote of the Members. Each Member is entitled to one vote at annual or special meetings, is eligible to serve on the Board or as an officer, is entitled to participate in Club-Sponsored races and other Club activities, may fly the Club burgee, and may enjoy various other privileges connected with Club membership. Associate Members shall enjoy all the rights and privileges granted to Members by the Bylaws, except that in no event shall Associate Members be entitled to vote on corporate matters or at meetings. In addition, Associate Members cannot hold elective office.

Section 5. The Members will be divided into fleets based on the type of boats they possess. A fleet is a group of three or more Members who possess small yachts with characteristics controlled by the same one-design fleet regulations, or a group of three or more Members who possess yachts with characteristics not controlled by the same one-design fleet regulations, but who wish to race against one another without fleet handicaps, notwithstanding assignment by the Race Captain.

Section 6. Membership may be involuntarily terminated for violation of the Articles of Incorporation or the Bylaws. A written accusation shall be submitted to the Board. If the Board deems the accusation to be well founded and the violation to be substantial, the Board shall cause a notice of proceedings to terminate membership to be included in the next notice of a general meeting and shall cause such notice and written statement of the alleged violation to be delivered to the accused not less than six weeks prior to the meeting.

The accused shall be consulted by the Board in its initial consideration of the accusation and

shall be afforded the opportunity to question witnesses, confront his accusers, and make a statement during the proceedings at the general meeting. Upon conclusion of the proceedings, the Members shall vote, either by secret ballot or by a show of hands while the accused and accuser are absent. Termination shall be effected by a simple majority of the Members present.

Section 7. Membership is automatically terminated if dues are not paid by February 15. Associate Members in a partnership arrangement will also have their membership terminated if the Member's dues are not paid. The Membership Chair will advise the Associate Member of the Member's failure to pay dues by February 1.

Section 8. Members and Associate Members may voluntarily terminate their membership by declining to pay dues or by submitting a written resignation to the Board.

Section 9. Each Member and Associate Member shall volunteer a minimum of 8 (eight) hours annually to the construction, repair, or maintenance of Club Equipment, or to the performance of other services designated by the Board or the Commodore. The Commodore shall set the time and place for group work projects and shall keep a record of the time volunteered by each Member and Associate Member. The Membership Committee shall provide the volunteers' information to the Commodore, from the information provided by the incoming renewal forms and applications.

Article Four - Dues and Fees

Section 1. Upon election to membership and prior to February 15 each year thereafter, each renewing Member shall submit with a completed renewal form:

Annual dues as follows: Membership is \$100.00 (One-Hundred Dollars); and, Associate Membership is \$25.00 (Twenty-five Dollars).

A late fee of \$5.00 (Five Dollars) shall be added to the renewal membership fee of each Member and Associate Member if their renewal form and annual dues are not received by the Club's Post Office Box by February 15. This late fee will apply to each renewal form received February 16 through August 31, from any Member or Associate Member from the preceding year, at the Club's Post Office Box. Membership applications or renewals received between September 1 and December 31 of each year will be applied to membership in the following year.

Section 2. Prior to a particular race or races series, the Board may establish an entry fee to be paid by all members to cover the cost of trophies. Such entry fees shall be used only to pay for trophies or trophy award ceremonies, and shall be levied only if membership dues are inadequate to cover such costs after all other Club expenses have been taken into account. Prior to a particular race or race series, the Board shall establish an entry fee to be paid by all non-members.

Article 5 -- Meetings and Voting

Section 1. The annual general meeting shall be held in the Portland Area during November, at a time and place approved by the Board. Officers shall be elected at that meeting.

Section 2. Special general meetings may be scheduled at a time and place in the Portland Area agreed upon by a majority of the Board. A special meeting shall be called by the Board upon petition by one-third or more of the Members. Such meetings by petition shall be held within 30 (thirty) days of delivery of the petition to the Board.

Section 3. Written notice of annual and special general meetings shall be delivered to each Member not less than 7 (seven) nor more than 50 (fifty) days prior to the meeting. The notice shall include descriptions of major items of business to be considered. Notice of a special meeting shall indicate all business to be considered, and no business not set forth in the notice shall be considered at a special meeting. A notice will be deemed delivered if it is mailed to the Member at the most recent address the Member provided to the Club or e-mailed to the most recent e-mail address the Member provided to the Club. Members may waive the requirement for written notice, and attendance at the meeting shall constitute such a waiver.

Section 4. Those Members present at an annual or a special meeting shall constitute a quorum. Each Member shall have one vote in deciding issues presented to all Members at general meetings. A Member may vote by proxy. A proxy must be in writing and signed by the Member so voting, and must be presented to the Commodore by the Member exercising the proxy.

Article Six - Board of Directors

Section 1. The affairs of the Small Yacht Sailing Club of Oregon shall be managed by a Board of Directors. The Board shall be comprised of the duly elected officers, as described in Article Seven, below, and directors as provided in Section 2 of this article. Each director, including the Commodore, shall have one vote. All actions taken by the Board must be agreed upon by not less than a simple majority of the directors present at a properly convened Board meeting.

Section 2. The Members in each fleet shall elect one of their number to serve as director and fleet captain. There shall be one director from each fleet.

Section 3. Upon failure of a fleet to elect a director, the Board shall appoint a Member in that fleet to serve as director until the Members elect one.

Section 4. Directors may be elected at the annual meeting or at a special meeting of the Members in a particular fleet.

Section 5. New directors shall assume their duties on January 1 following the annual meeting and shall serve for a term of one year.

Section 6. A director is automatically and simultaneously removed from office upon termination of membership. A director may be removed from office, with or without termination of membership, for failure to perform his/her duties properly and in good faith or for other behavior prejudicial to the purposes of the Small Yacht Sailing Club of Oregon. A director may be removed from office by a simple majority of all the Members in the fleet from which he/she was elected or by a simple majority of the entire Board. The notice requirement set forth in Section 4 of this Article shall apply to any meeting where removal of a director from office is to be considered.

Section 7. The first meeting of the Board shall be during the first two weeks in January. The last meeting of the Board shall be in December. Other meetings of the Board shall be scheduled at the discretion of the Commodore, except that the Commodore shall hold a meeting within 30 (thirty) days upon receiving a written notice signed by one-third or more of the directors. Written notice shall be delivered to each director not less than 7 (seven) or more than 50 (fifty) days prior to a Board meeting and shall announce the time, place and agenda for the meeting. A notice will be deemed delivered if it is mailed to the director at the most recent address the director provided to the Club or e-mailed to the most recent e-mail address the director provided to the Club. A director may waive the requirement for written notice of Board meetings, and attendance at a meeting shall constitute a waiver of the requirement for the purposes of that meeting.

Section 8. The last Board meeting in December shall be a joint meeting of both outgoing and incoming directors and shall serve to facilitate the transfer of responsibility and authority. The incoming directors shall have no voting power at this meeting.

Section 9. The primary duty of each director is to further the best interest of the Club. But, since the Club's best interest is derived from those of its Members, each director must pursue the Club's goals in light of the interests of the Members in the fleet from which elected.

Section 10. Prior to March 31, the Board shall approve a budget for the calendar year. Any later deviation from this budget must have the prior approval of the Board. Included in the budget shall be provisions for Club membership dues in the Pacific International Yachting Association and for an insurance policy to indemnify Club directors, officers, and agents against liability incurred by them while acting in good faith on behalf of the Club.

Section 11. The Board shall consider and approve or disapprove all proposals for activities to be held, sponsored, sanctioned, or otherwise supported by the Club.

Section 12. The Board shall review and approve or disapprove all provisions of any contract (including insurance policies) before the Club enters into such contract.

Article Seven -- Officers

Section 1. At the annual meeting, all Members present shall elect a Commodore, Vice Commodore, Secretary and a Treasurer. All officers must be Members of the Club. Each shall serve for a term of one year (see exception for Treasurer at Section 5 of this Article) and shall assume office on January 1, following the annual meeting.

Section 2. The Commodore shall:

Preside at all meetings of the Club and the Board.

Enforce all rules and regulations.

Supervise Club property and appoint committees.

Manage the Club, and in so doing, be responsible only to the Board.

Be the official spokesperson of the Club.

Sign all extra Club correspondence.

Assist the Treasurer in preparing a budget for submission to the Board for approval.

Negotiate with other boating groups regarding the proposed racing schedule.

Submit applications to the U. S. Coast Guard or other authority for any permits or licenses necessary for Club events.

Perform other duties which may be assigned by the Board.

Section 3. The Vice Commodore shall:

Assist the Commodore and officiate in his absence or inability.

Perform other reasonable duties which may be assigned by the Board.

Serve as Chair of the Race Committee.

Serve as Club representative to the Oregon Corinthian Sailing Association.

Section 4. The Secretary shall:

Maintain records of all Club proceedings and make reports from these to the Board and to the membership as dictated by the Commodore.

As necessary, prepare correspondence on behalf of the Club.

Sign all Club correspondence, except as noted in Section 2, paragraph f.

Maintain an official copy of the constitution and the Bylaws, including all amendments.

Pursuant to information provided by the Membership Committee, and others of the Board, notify the membership of moneys due the Club, as specified by the Board.

Perform all other reasonable duties which may be assigned by the Board.

Section 5. The Treasurer shall:

Be the only officer authorized to hold Club funds;

Maintain accounting records of all moneys received and spent and make reports therefrom to the membership and the Board as directed by the Commodore;

Deposit all moneys received in a bank selected by the Board; Make all disbursements as approved by the Board;

Maintain a suitable repository, such as a safety deposit box, for vital Club documents;

Maintain suitable insurance policies as directed by the Board;

Keep and maintain the books and records of the Club in accordance with ORS 61.2161, and the applicable Federal and State laws;

Be the Registered Agent on behalf of the Club for service of process and whose residence address shall be the registered office of the Club;

Upon assuming office, report a change of Registered Agent and registered office in accordance with ORS 57.070;

Remain in office until all necessary tax reports have been submitted for the year served;

With the assistance of the Commodore, maintain a written budget and submit same quarterly to the Board for discussion and approval; and,

Perform other reasonable duties which may be assigned by the Board.

Section 6. As having served as Commodore for the prior year, the Rear Commodore shall:

Assist the Commodore and Vice Commodore in their duties, making suggestions from his background of experience and knowledge and shall preside in their absences;

Chair the "Portland Boat Show" committee; and,

Perform other reasonable duties which may be assigned by the Board.

Section 7. The Commodore, Vice Commodore, Secretary, Treasurer and Rear Commodore shall be of the Board. A Member may serve simultaneously as a director and as an officer.

Section 8. Upon termination of membership an officer is automatically and simultaneously removed from office. An officer may be removed from office, with or without termination of membership, for failure to perform his/her duties properly and in good faith, or for other behavior prejudicial to the purposes of the Club. A written accusation shall be submitted to the Board. If they deem the accusation to be well founded and the violation to be substantial, the Board shall cause a notice of proceedings to remove the officer to appear in the next notice of a general meeting and may schedule a special meeting if they deem necessary. The Board may suspend an officer pending the outcome of the removal proceedings and may appoint one of their number to perform the suspended officer's duties during the interim. The Board

shall deliver a written statement of the alleged violation to the accused officer promptly after finding that the accusation is well founded and that the violation is substantial. The accused officer shall be afforded the opportunity to question witnesses, confront the accusers, and make a statement during the proceedings at the general meeting. Upon conclusion of the proceedings, the Members present shall vote, either by secret ballot or by a show of hands while the accused and accuser are absent. Removal shall be effected by a simple majority of the Members present.

Article Eight - Committees

Section 1. Race Committee: The Vice Commodore shall chair this committee. The Chairman may appoint committee members, with Board approval, from the Club's current Membership and Associate Membership.

Section 2. The Racing Committee shall:

Prepare a list of race committee assignments as soon as the racing calendar has been approved;

Recommend to the Board the purchase of equipment necessary to establish, maintain, or improve the quality of racing;

Coordinate with the work committees to maintain or repair the equipment (see also "Mark Boat Maintenance Committee," at Article Eight, Section 4 (f);

Distribute approved race schedules and race notifications to Members and race registrants.;

Be responsible for each race committee to have all necessary forms to log race results and other required data;

At the end of the racing season, prepare a proposed racing calendar and proposed fleet categories for the next year and submit it to the Board; and

Perform other reasonable duties which may be assigned by the Board.

Section 3. The Board may appoint other committees and committee chairpersons, assign them responsibilities, and grant them authority as the Board deems necessary in carrying out the Club's purpose. Committees shall regulate themselves with regard to their own procedural matters.

Section 4. The following listing is representative of the committees deemed necessary to accomplish the Club's purposes:

a. Past Commodores' Committee will report to the Board and whose duties will include:

Serve as nominating committee;

Act as an advisory council to the current officers and Board; and, Act as a forum for forward

planning.

b. Membership Committee will:

Report to the Secretary;

Maintain an electronic record and hard record of current membership;

Prepare and send renewal notices to the membership no later than December 15 for the forthcoming year;

Act as a telephone committee for membership renewals;

Act as an information resource for prospective members;

Provide the Newsletter Editors with updated membership information; and,

Share responsibility with the Secretary for retrieving mail from the Post Office Box.

c. Protest Committee (see Article 9, Section 4) will report to the Vice Commodore.

d. Newsletter Editor will report to the Secretary.

e. Program Chair will report to the Commodore.

f. Mark Boat Maintenance Committee will report to the Vice Commodore.

g. Trophy Committee will report to the Treasurer.

h. Cruising Committee will report to the Commodore.

i. Awards Banquet Committee will report to the Vice Commodore.

j. Publicity Committee will report to the Commodore.

Article Nine - Races

Section 1. Small Yacht Sailing Club of Oregon races shall be open to Club Members, Associate Members and their guests, and members of other yacht clubs, fleets or sailing organizations. The Board may limit races to Members, Associate Members, and guests.

Section 2. Races shall be sailed in accordance with the current rules of the United States Sailing Association, except as modified by these Bylaws, standing race instructions approved by the Board, and supplementary race instructions for the particular race or race series.

Section 3. The Racing Committee shall present for the approval of the Board a course sheet and standing race instructions for each place Club races are regularly held. The standing race instructions shall enumerate any provisions which are not to be modified by the Race Committee and shall delineate the procedure to be used by the Race Committee for communicating to the participants any changes which the Race Committee does make. The standing race instructions also shall specify the method to be used in breaking ties. The

course sheet and standing race instructions, along with the supplementary instructions for the particular race or series, shall be delivered by the Race Committee to each participant prior to the race or prior to the first race of a series.

Section 4. The Racing Committee shall establish and update a list of Members and Associate members qualified to serve on protest committees. The Board may approve augmentation of this list with qualified and willing non-members. The Racing Committee shall appoint a Protest Committee from this list, excluding those Members and Associate members on the list who are in the same class as any of the parties to the protest. The Racing Committee shall establish minimum qualification for service on protest committees and may, if necessary, institute a training program to qualify Members and Associate Members for that service.

Section 5. The Vice Commodore shall prepare a race committee duty roster as soon as possible after a race schedule has been established. Recognized fleets shall have principal responsibility for providing race committees. Assignment shall be organized by the Vice Commodore. Fleet Captains may provide race committees from their own fleet or other interested Members, Associate members for the assigned race day. Under the direction of the Vice Commodore a qualified Principle Race Officer must manage the race committee and provide a qualified operator of the mark boat. Qualified operators shall be Club Members.

Section 6. One or more handicapped event may be held each season at the discretion of the Board.