

**By- Laws
of the
Nashville Yacht Club, INC.**

Article I

Section 1. The name of this organization shall be the *Nashville Yacht Club, Inc.*

Section 2. Principal offices of the club shall be established in the vicinity of Nashville, Tennessee.

Section 3. Corporate organization is established under charter issued the 13th day of March, 2006 as a nonprofit corp. by the Secretary of State of the State of Tennessee under the conditions set forth in the Tennessee Nonprofit Corporation Act.

Section 4. The *Nashville Yacht Club, Inc.* is, and shall remain a non-profit organization.

Article II

Section 1. The objects and purposes of this association are the promotion of a spirit of friendliness, cooperation, and good fellowship among its members and to encourage recreational facilities for boating and yachting on the Cumberland River, its tributaries and all inland water in and adjoining the Cumberland River at Nashville, Tennessee.

Section 2. To encourage the sport of boating and promote the science of safe boat handling, seamanship and navigation.

Article III

Section 1. Officers shall be *Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer*, which officers shall be elected annually by the members.

Section 2. The annual election of officers shall take place during the first regular meeting in November of each year.

Section 3. The elected officers, as set forth above, shall also serve as directors of the club, and there shall be three additional directors elected by the members, one new director shall be elected each year for a three year term.

Section 4. The *Commodore* shall be ex-officio a member of all committees.

Section 5. At the first regular meeting in October of each year, the *Commodore* shall appoint a Nominating Committee of three members whose duty it shall be to select from the active members of the organization in good standing, candidates of each elective office. This list of candidates shall be turned over to the *Secretary* who must mail to the

membership copies of this list at least ten (10) day prior to the regular November business meeting. Additional nominations may be made by the active members in good standing from the floor, at any time before the election takes place.

Section 6. The election of officers shall be by secret ballot. A majority of the votes cast shall be necessary to elect.

Section 7. Vacancies in elective offices shall be filled, after notice to the members, by election at the regular business meeting next succeeding the meeting at which the vacancy was created, and no member shall hold more than one office at the same time.

Section 8. The *Treasurer* shall make a full report at least once a year and his books shall be open to inspection by any member at any reasonable time.

Section 9. The *Commodore, Vice Commodore, Rear Commodore, Secretary, and Treasurer* shall be designated as *Flag Officers*.

Section 10. All officers shall serve without compensation, for the calendar year next following their election.

Section 11. Duties of Officers are as follows:

A. It shall be the duty of the *Commodore* to command the Squadron, appoint a *Fleet Captain* and a *Fleet Surgeon*, enforce the By-Laws and Regulations of the Club, and to preside at all meetings of the Club.

B. It shall be the duty of the *Vice Commodore* to assist the *Commodore* in the discharge of his duties, and to officiate in his absence.

C. It shall be the duty of the *Rear Commodore* to assist the *Commodore* and *Vice Commodore* in the discharge of their duties, and to officiate in their absence.

E. Duties of *Treasurer*.

1. To keep a correct roll of the members, together with the dates of their election.
2. To receive applications for membership to transmit the same to the Membership Committee, and to post a list thereof in the Club House.
3. To collect all moneys due.
4. To have charge of the funds of the club and to keep a correct account of all moneys received and paid out in a book provided for that purpose, and under the direction of the Board of Directors to disburse the funds.
5. To deposit the funds in the name of the Club in a depository or depositories approved by the Board of Directors.
6. To present, at each stated meeting and whenever so requested by the Board of Directors, a detailed account showing the financial condition of the Club, and file the same, with vouchers.

D. It shall be the duty of the *Secretary*.

1. To keep the Minutes of the Meetings of the Club and of the Board of Directors, in books provided for that purpose, and to have the custody of all reports and documents connected with the proceedings of the Club.
2. To notify each member-elect of his election.
3. To keep a correct list of the boats enrolled in the Club.
4. To render a statement of the affairs of the Club at each stated meeting of the Club.
5. To conduct the correspondence of the Club; to give notice of all meetings of the club, and in case of special meetings to state the business intended; to notify members of the election to office, and of their appointment to serve on Committees, and to perform such other services as may be required by the Club or the Directors.

Section 12. The Board of Directors shall serve as the Membership Committee of the Club.

Article IV

Section 1. Any person shall be eligible for active membership in the Nashville Yacht Club, who is interested in boating and yachting; however, active members not owning boats, at the time of their Election, shall not any time exceed twenty-five percent of the entire membership. Membership is open to all persons, regardless of race, religion, or national origin.

Section 2. The Board of Directors may at its discretion elect honorary members. Honorary members term shall be for one year from Election subject to renewal. The Board of Directors shall set the dues and initiation fees of Honorary Members, or omit them at their discretion.

Section 3. A new member will be proposed in writing by two members in good standing. These applications will be forwarded to the Secretary, who will refer them to the first meeting of the Board of Directors, subsequent to receipt of these applications.

Section 4. The Board of Directors, serving as the Membership Committee, shall carefully screen and consider each application for membership, and, upon approval thereof, shall instruct the *Secretary* to list this name, as a prospective member, in the notice for the next business meeting of the Club. This name shall be voted on at this meeting by secret ballot. Approval by Seventy five percent (75%) of votes cast shall result in election of the applicant.

Section 5. Active membership shall be limited to 250 persons.

Section 6. Active members may bring guests to club functions, but no guest may come more than one function per year, except for guests of unmarried members who may bring the same guest multiple times.

Article V

Section 1. The initiation fee for a new active member will be the sum of \$125.00, payable upon enrollment.

Section 2. Annual Dues shall be set by the Board of Directors. Each member shall pay their annual dues, in advance, on January first of each year. However, any member who is accepted into this organization on or after Labor Day of any year, and whose annual dues are paid in advance, such payment shall constitute payment of dues for one year from January first next succeeding. The *Treasurer* shall send notices to all members on December first of each year to notify them of their annual dues to become due on January first. Any member who has not paid said annual dues on or before February first, shall again be notified by the *Treasurer*, and if on March first said dues are not paid, the *Treasurer* shall send said member a final notice, and if said dues are not paid on or before April First, said member is dropped from the rolls for non-payment of dues except at the discretion of the Board of Directors.

Article VI

Section 1. Ungentlemanly conduct and unsafe boat operation shall be cause for suspension or expulsion at the discretion of the Board of Directors, subject to appeal and hearing at a business meeting following proper notification.

Article VII

Section 1. The club shall hold at least two regular meetings each year, one in October and one in November. These meetings and such other regular meetings that may be determined by the Board of Directors shall be held at such time and place as may be designated by the Board. Special meetings of the club may be called at any time by the *Commodore*, the Board of Directors, or at the written request of seven (7) members, upon seven days written notice. At regular and special meetings of the club, a quorum shall consist of twenty five percent of the active members, in good standing. A two-thirds majority of those present and voting at all regular and special meeting shall be necessary to carry any motion.

Section 2. At meetings of the Board of Directors, and committees of the club, a majority of members shall constitute a quorum and a majority vote of those present and voting shall be necessary to carry any motion made.

Article VIII

Section 1. Except by written consent of a three-fourths majority of the members in good standing of the club, the club shall not become financially obligated for the purchase of any real property. No personal property shall be purchased by any one acting for the club

when the cost of said personal property shall exceed the sum of \$250.00 without the written consent of the Board of Directors of the club.

Article IX

Section 1. The *Commodore* shall appoint whatever committees he deems necessary. The Board of Directors shall make all rules necessary for the carrying on of the business of the committees.

Article X

Section 1. The following shall form part of the order of business and procedure at regular business meetings:

1. Call to order.
2. Roll Call.
3. Reading of the minutes of previous meeting
4. Reading of bill and communications.
5. Report of the *Treasurer* of financial conditions.
6. Reports of committees.
7. Unfinished business.
8. New business
9. Good of the order.
10. Adjournment

Article XI

Section 1. The monies of the club shall be deposited in the name of the club in such bank or trust company as shall be designated by the *Treasurer*, and approved by the Board of Directors, and the *Treasurer* shall have the care and custody of all club funds that may come into his hands. He shall render statements of cash account at any time when called upon by the Board of Directors or a club member in good standing.

Article XII

Section 1. A membership card shall be issued to each and every active member of the club, signed by the *Commodore* and *Secretary* thereof, to new members, upon receipt of the member's first year's dues, and after his election to active membership in the club. This card is not transferable to another person's name except that of the spouse of an active member.

Article XIII

Section 1. Roberts' Rules of Order shall be the guide for any parliamentary rules.

Article XIV

Section 1. These by-laws may be amended at any meeting of the Club, Annual or Special, by vote of two-thirds (2/3) of the active members voting; however, the substance of the proposed amendments shall be incorporated in the call for any such meeting and mailed at least twenty (20) days prior thereto.

Section 2. A copy of these By-Laws shall be mailed to all members of the Board of Directors and to any active member who requests a copy for their guidance and information.

Section 3. With the approval and the adoption of these revised and reconstituted By-Laws of the *Nashville Yacht Club, Inc.*, revocation is hereby made to all previous outstanding By-Laws and amendments that may have been made thereto.

Article XV

These By-Laws approved by the
Board of Directors: ____ day of _____, 2006
Membership: ____ day of _____, 2006