

## BY-LAWS

### PACIFIC NORTHWEST MODEL YACHT CLUB

Introduction: The Pacific Northwest Model Yacht Club (hereinafter "PNMYC") is a nonprofit corporation comprised of members residing in Washington, Oregon and British Columbia (i.e. the "Pacific Northwest"). The PNMYC represents these individuals to the American Model Yachting Association ("AMYA").

The PNMYC was initially founded as an association in 2010 to promote fair competition in model yachting (also known as "radio sailing") by supporting standard yacht racing rules, and by coordinating model racing schedules and regattas in the Pacific Northwest area. PNMYC's entity structure was revised in 2014, when it became a nonprofit corporation. The same functions remain central to PNMYC's primary objectives. In addition, PNMYC will be a recognized host to national and regional invitational regattas and championship events.

The individual Members of PNMYC elect from among themselves an Executive Committee who all serve on a volunteer basis. These individual members run various activities and member services, and provide outreach services to show all interested parties how to become involved in model sailboat racing. These By-Laws have been established to keep PNMYC's primary goals focused in the appropriate directions.

#### ARTICLE I - NAME

The name of this nonprofit corporation shall be the "Pacific Northwest Model Yacht Club"; herein and otherwise known as "PNMYC" for the purposes of these By-Laws formed in the state of Washington.

#### ARTICLE II - MISSION, OBJECTIVES, AND STRATEGIES

A. The mission of the PNMYC is to support and promote radio sailing in the Pacific Northwest.

B. Objectives of the PNMYC are:

1. to engage people of the Pacific Northwest in the pleasure, history, customs, and activities of sailing and radio sailing;
2. to create programs that preserve and expand radio sailing opportunities;
3. to manage events and fair radio sailing competition, including schedule coordination among radio sailing groups in area waters;
4. to foster training activities at all skill levels of radio sailing and racing;
5. to promote the gathering of people with common interests in radio sailing; and
6. to represent the radio sailors of the region to the AMYA.

C. Strategies of the PNMYC to meet its objectives are:

1. to maintain a sound, membership-based organizational structure supportive of radio sailors and those who share an interest in radio sailing,
2. to define and administer by-laws and rules of participation in conjunction with the racing rules of US Sailing and the AMYA,
3. to maintain equipment and procure facilities for racing and event management,
4. to provide education and training at all levels of radio sailing and racing skills, and
5. to recruit and enroll members and supporters to finance and advance the activities of the PNMYC in furtherance of its mission.

#### ARTICLE III - MEMBERSHIP

Section 1 MEMBERSHIP: The membership of the PNMYC shall consist of individuals whose purpose or interest is the furtherance of Corinthian sailing in the Pacific Northwest.

Section 2 APPLICATION FOR MEMBERSHIP: Membership candidates must display an interest in model sailing or model sailboat racing in the Pacific Northwest. The candidate must devote adequate attention to the development of Corinthian yacht racing.

### Section 3 MEMBERSHIP CATEGORIES:

A. ADULT MEMBER: Any individual who is 19 years of age or older may hold "Adult Membership" in PNMYS. The individual adult member is privileged to take part in the discussion of questions on the floor, may offer or second resolutions for vote, and may cast votes on all matters of business before PNMYS. Adult Members may hold office, may serve on committees, and may participate in discussions on the floor.

B. JUNIOR MEMBER: Any individual who is under 19 years of age may hold "Junior Membership" in PNMYS. Junior Members may serve on committees, but are not entitled to participate in discussions on the floor at PNMYS meetings, offer or second resolutions, or vote on matters of business at such meetings.

C. FAMILY MEMBER: A "Family Membership" includes all family members, regardless of age, living in the same household. Each adult family member of a Family Membership may participate in the same manner as any Adult Members, while the rules pertaining to Junior Members apply if the family member is 18 years of age or younger.

Section 4 DUES FOR ACTIVE MEMBERSHIP: Payment of dues is required to retain the status of Membership in good standing. Dues shall become payable at the end of the annual business meeting held in January and are due no later than the following 1st day of April. Any member not in good standing (i.e. in arrears) regarding payment of dues shall lose all privileges of membership and, if in arrears for 6 continuous months, shall be automatically dropped from the Membership rolls of the PNMYS.

All Members according to type shall pay dues, as follows:

- a) \$20.00 per annum for all Adult individual Memberships;
- b) \$5.00 per annum for all Junior individual Memberships (under 19 years old).
- c) \$20.00 per annum for all Family Memberships.

Annual dues may be changed by a vote of three-fourths of the voting Members present in person or by proxy at any scheduled meeting of PNMYS.

Section 5 PROBATION AND EXPULSION: Any Member may be placed on probation or expelled for cause after:

- a) the Member and the Executive Committee (defined in ARTICLE V) have been notified at least 30 days in advance of any regularly scheduled meeting that such action has been recommended by the Executive Committee; and b) the Member has been offered the opportunity to be heard at such meeting; and
- c) three-fourths of the voting Members present at such meeting, in person or by proxy, vote in favor of the recommendation. A Member on probation no longer has voting rights. If a Member remains on probation for two consecutive years, the racing events participated in by this Member shall not count towards the earning of any PNMYS award. A Member on probation may be restored to voting Membership only after: a) the Executive Committee recommends such action; and b) the member on probation is notified of such recommendation 30 days in advance of any regularly scheduled meeting of PNMYS; and c) three-fourths of the voting Members present at such meeting, in person or by proxy, vote in favor of the recommendation.

### ARTICLE IV - ANNUAL MEETING

The annual meeting of the Members shall be held on the second Saturday in January or within sixty days thereafter. The Executive Committee shall designate the location of the annual meeting with at least thirty days advance notice of time and place

to all Membership. Special meetings may be called by the Commodore or on written request of three or more voting Members on not less than thirty days notice to the Membership. At all meetings, the Members present shall constitute a quorum.

## ARTICLE V - EXECUTIVE COMMITTEE

Section 1 VESTED AUTHORITY: The management and control of all affairs, business and powers of the PNMYS shall be vested in an "Executive Committee" consisting of the officers of the PNMYS, as such officers are designated in ARTICLE VI, Section 1 and in ARTICLE VII herein. The Executive Committee shall be comprised of not less than three (3) and not more than seven (7) members. The Executive Committee shall make all appropriations, authorize all expenditures, designate the location of the annual meetings, perform all routine duties, perform all acts that may be directed by the By-Laws, and have such powers and perform such other acts as usually pertain to such a governing body. Voting on questions by the Executive Committee may be by mail and acts so authorized shall have full effect.

Section 2 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS: Removal from the Executive Committee of any Executive Committee member shall be approved by a vote in favor of the recommendation of three-fourths of the voting Members present at any scheduled meeting, in person or by proxy. Removal of a member of the Executive Committee shall not affect that person's Membership in the PNMYS.

Section 3 VACANCIES: In the event of the death, resignation, or removal of a member of the Executive Committee, the Executive Committee shall appoint a new member to fill such a vacancy as soon as may be practicable. Persons appointed to fill such vacancies shall serve as members of the Executive Committee until the next ensuing annual meeting or until their successors have been duly elected.

### Section 4 EXECUTIVE COMMITTEE MEETINGS:

A. Regular meetings of the Executive Committee may be held without further notice at such place or places as the Executive Committee shall designate. The annual meeting of the Executive Committee shall be held without notice immediately after the adjournment of the annual meeting of the Members and at the same location.

B. Special meetings of the Executive Committee may be called at any time by any two (2) or more members of the Executive Committee and with written or emailed advance notice to the other Executive Committee members with each Executive Committee member acknowledging in writing receipt of such notice at least three (3) days before the special meeting. Such acknowledgment of receipt of advance notice may be waived by a member of the Executive Committee.

C. A majority of the whole Executive Committee shall be necessary at all meetings to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than seven (7) days later.

D. Any action required or which may be taken at a meeting of the Executive Committee, may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken shall be signed by all of the Executive Committee members. Such consent shall have the same effect as a unanimous vote.

## ARTICLE VI - MANAGEMENT

Section 1 OFFICERS: The officers of the PNMYS shall consist of a Commodore, Vice Commodore, Secretary, Treasurer and Rear Commodores.

Section 2 ELECTIONS: At the annual meeting the Commodore, Vice Commodore Secretary and Treasurer shall be elected by the vote of a majority of the voting Members present and voting, in person or by proxy. The Rear Commodores shall be appointed by a majority vote of the other members of the Executive Committee during their elected year. All officers shall be adult Members in good standing, in order to qualify for election/appointment. In addition, the Commodore, Vice Commodore, Secretary, and Treasurer shall be owners and sailors of T37 sloops.

Section 3 COMMITTEE CHAIRS AND DELEGATES: The Commodore shall, as needed, appoint the chairs of the following standing committees and delegates: Race Committee; Rules and Appeals Committee; Membership Committee; Website and Yahoo Group Committee.

## ARTICLE VII - OFFICERS

Section 1 The "Commodore" of the PNMYS shall preside at the meetings of the PNMYS, shall chair the Executive Committee, and shall be ex-officio member of all other committees. The Commodore shall appoint the chairs of standing committees and delegates to other organizations with which PNMYS is associated and shall appoint special committees as deemed desirable.

Section 2 The "Vice Commodore" shall have such powers and duties as usually pertain to such an office and, in the absence of the Commodore, shall preside in his/her place. The Vice Commodore's duties shall include promotion of membership, scheduling and such other duties as the Executive Committee shall prescribe.

Section 3 The "Secretary" shall be the custodian of the permanent records of the PNMYS. The Secretary shall keep minutes of the meetings, the list of all Members and such Members categorized as Adult Members, Junior Members or Family Members, those Members on probation, and those Members whose payment of dues has not been received by April 1st of that year. In addition, the Secretary shall keep a schedule of events, send announcements of meetings, handle PNMYS correspondence, carry on other duties usually pertaining to the office and duties as the Executive Committee shall prescribe.

Section 4 The "Treasurer" shall keep account of all receipts and expenditures and make full report thereon at the annual business meeting, collect dues, send bills and notices, carry on other duties pertaining to the office and duties as the Executive Committee shall prescribe. The office of Treasurer may be held simultaneously by a Member holding another office in PNMYS, but in this event shall not have an additional vote in the Executive Committee.

Section 5 The "Rear Commodores" are appointed by majority vote of the other members of the Executive Committee each year and shall assist the Executive Committee in whatever way is required during the year. Only the first three Rear Commodores appointed in any given year shall be members of the Executive Committee. If more than three Rear Commodores are appointed in any given year the ones appointed after the first three shall be officers but shall not be members of the Executive Committee, nor shall they be able to vote on Executive Committee matters.

## ARTICLE VIII - STANDING COMMITTEES

Section 1 Race Committee: The "Race Committee" shall develop and supervise the organization and conduct of all racing events and the dissemination of the scoring results of the races. The Race Committee shall consist of a chair, appointed by the PNMYS Commodore, and members appointed by the chair as deemed desirable. The chair of the Race Committee shall be entitled the "Race Director".

Section 2 Rules and Appeals Committee: The "Rules and Appeals Committee" shall hear and decide appeals duly filed as prescribed in the Racing Rules of Sailing of the ISAF including national prescriptions and Appendix E Radio Sailing, report all results to the Executive Committee and to the Race Committee, and review and approve sailing instructions published by PNMYS. The Rules and Appeals Committee shall consist of a chair, appointed by the Commodore, and delegates appointed by the chair as deemed desirable.

Section 3 Membership Committee: The "Membership Committee" shall consider applications of individuals desiring membership and make their recommendations known to the Membership. The Membership Committee shall consist of a chair, appointed by the Commodore, and delegates appointed by the chair as deemed desirable.

Section 4 Website and Web Presence Committee: The "Website and Web Presence Committee" shall oversee the maintenance of the PNMYS Website, publicity and postings on such media as may be adopted by the PNMYS.

## ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The PNMYS shall have and continuously maintain in the State of Washington a registered office which shall be located at such place as may be fixed from time to time by the Executive Committee, and a registered agent whose office is identical with the registered office. The registered agent shall be appointed and the registered office shall be designated and any change in either the registered agent or registered office, or both, shall be made by filing such notice as may be required by law.

#### ARTICLE X - BOOKS AND RECORDS

The PNMYS shall keep correct and complete books and records of account and shall keep minutes of the proceeding of its Membership meetings and Executive Committee meetings. Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

#### ARTICLE XI - FISCAL YEAR

The fiscal year of the PNMYS shall be from January 1st through December 31st of each year.

#### ARTICLE XII - DURATION

The duration of the PNMYS shall be perpetual and without limitation, until such as dissolved by the Membership.

#### ARTICLE XIII – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The PNMYS shall indemnify any Member made a party to any proceeding (other than a proceeding alleging such Member's gross negligence or willful misconduct) by reason of the fact that he/she is or was an officer against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him in connection with such proceeding.

#### ARTICLE XIV- RACING RULES

In all events sponsored and/or sanctioned by the PNMYS, the Racing Rules of Sailing of US Sailing, including national prescriptions and Appendix E Radio Sailing, shall govern, except as may be otherwise modified by PNMYS publications or by special race committee or class rules.

#### ARTICLE XV- AMENDMENTS

These By-Laws may be amended at a duly constituted meeting of the PNMYS by a two-thirds vote of those voting Members present in person or by proxy, provided notice of such amendment has been sent to the active Membership at least thirty days prior to the date of such meeting.

#### ARTICLE XVI – DISSOLUTION

No part or portion of the assets or net earnings of the PNMYS shall be used, nor shall the PNMYS ever be organized or operated, for purposes or objects other than those stated in ARTICLE II hereof. In the event of the termination or dissolution of the PNMYS in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed exclusively for the purposes stated in ARTICLE II hereof, and any successor provisions, as the then-serving Executive Committee shall determine.

Amended and approved by vote of PNMYS Members present at the Annual Meeting of Membership on February 11, 2023.

Rod Johnson, Commodore,

Allan Van Ness, Vice Commodore,

Frank Blanchard, Secretary,

Dan Mathews, Treasurer