BYLAWS AS AMENDED

THREE TREE POINT YACHT CLUB

Non-Profit Washington Corporation

Adopted May 20, 1969
Amended September 13, 1972
Amended March 22, 1974
Amended March 20, 1975
Amended October 23, 1976
Amended June 29, 1977
Amended September 8, 1977
Amended August 30, 1982
Amended February 1, 1983
Amended January 9, 1984
Amended January 14, 1985
Amended September 8, 1986
Amended January 16, 1988
Amended January 27, 1991
Amended January 16, 1993
Amended January 30, 1994
Amended January 27, 1995
Amended September 9, 1997
Amended January 25, 2000
Amended September 11, 2001
Amended September 14, 2004
Amended February 8, 2011

ARTICLE I—NAME, OBJECTS, AND POWERS

The corporate name of this club, hereinafter called The Corporation, is "**Three Tree Point Yacht Club",** and is incorporated for the purpose of being an affordable family boating club that promotes enjoyment, appreciation, and care of the waters of Puget Sound. The Corporation shall have perpetual succession and have all powers necessary to accomplish its goals, including specifically, but not exclusively, to:

1. Promote and conduct boat races and cruises;
2. Establish and enforce rules and regulations for its members generally, and for others while participating in events sponsored by the Corporation;
3. Train and educate individuals in boating and associated skills necessary to participate in or conduct boat races and cruises;
4. Create opportunities for sharing adventure within a community of family and friends, and exploring and caring for our marine environment;
5. Acquire, hold, and convey both real and personal property;

6. Engage in income-producing activities and investments;
7. Cooperate and affiliate with other organizations to further the interests of boat racing and cruising, and marine stewardship.

ARTICLE II—LOCATION

The principal place of business of the Corporation shall be at such place as from time to time may be fixed by the Board of Trustees.

ARTICLE III—MEMBERS

Section 1. Members shall be persons who have an active interest in any or all of the sport of boat racing or cruising and who shall be elected to membership by the Board of Trustees of the Corporation. The total new voting members added each fiscal year shall not exceed 15% of the total voting members in good standing. A greater percentage of new voting members may be approved by the Board of Trustees. Membership in the Corporation shall be divided into five categories:

1. *Senior Voting*
   Members in this class must be twenty-one years of age and older. When a membership is held by a couple (two people who are married or cohabitating), membership of each person is automatically included. Either person may hold office. Both persons may vote independently at public meeting on non-ballot issues. One vote per membership will be accepted on ballot issues. In the event of a dissolution, the responsibility as to who retains the membership will be upon the affected parties but the membership may not be divided.

2. *Lifetime*
   New Lifetime Memberships are no longer available as of March 20, 1975, but existing lifetime memberships will be retained by a surviving spouse.

3. *Honorary*
   Any person selected by the Board of Trustees of the Corporation and elected by unanimous vote of the general membership of the Corporation will hold such honorary membership without dues, without voting rights, and without a right to hold office but with full rights to participate in other corporate activities and functions for a period of one year.

4. *Junior Voting*
   Persons age eighteen thru twenty years of age, elected by the Board of Trustees and upon compliance with such conditions and regulations as the Board of Trustees will have

adopted and upon payment of the initiation fee of $25 and dues of $25 annually, fixed in accordance with these Bylaws, will be entitled to all club privileges, including the right to vote and hold office.

5. *Non-Resident*
   This class is available to *Senior Voting Category* members of one year or more standing who move beyond a 150 mile radius from Three Tree Point for more than one year. The member shall retain a limited membership with limited rights to participate in corporate activities including receiving the Club mailings and other activities as may be determined by the Board of Trustees. However, the Non-Resident member shall neither have voting rights nor a right to hold office. Non-Resident classification must be requested by the member. Reinstatement to a *Senior Voting Category* membership may be initiated by paying the additional dues for the current year as stated in Article VI, Section 1. The cost of Non-Resident membership is $25 annually.

Section 2. The term of each membership will commence November 1 of each year and will end October 31 of the following year.

Section 3. Applications for membership shall be in writing, shall include the recommendation of one member in good standing, and shall include an application signed by the applicant(s) who agree(s) to be bound by the provisions of the Articles of Incorporation, the Bylaws, and decisions of the officers and Trustees.

Section 4. All applications shall automatically be referred to the Board of Trustees for review and approval. A majority vote of the Trustees in favor of the applicant(s) shall be sufficient to elect the applicant(s) to membership.

Section 5. Membership in the Corporation may be terminated as follows:

1. Nonpayment of dues past 60 days may result in termination of the membership;

2. Any member wishing to resign from the Club shall give notice in writing to that effect to the Secretary. Any such resignation shall be effective upon receipt of notification. No dues will be refunded.

3. A member who has resigned from the club may apply within 12 months of the effective date of his/her resignation for reinstatement and, upon payment of club dues from the effective date of his/her resignation, the Board of Trustees, at its discretion, may reinstate the member.

4. Expulsion for any cause other than delinquency in accounts will be by the unanimous vote of the Board of Trustees, but no such action will be taken until the member has had a reasonable opportunity to appear before the Board of Trustees in his or her defense.

5. Any member who, for a period of 12 months or longer, fails to keep the Club Secretary informed of his or her current mailing address may be terminated.

Section 6. All funds collected by the Corporation from its membership, or otherwise, are devoted to the furtherance of the objectives of the Corporation. Whenever the membership of any member is terminated, as herein provided, such member shall have no interest in said funds or in any of the property of the Corporation.

ARTICLE IV—MEETINGS

Section 1. There shall be two General Membership meetings to conduct the business of the Corporation each year which shall be held in February and September or as designated by the Board of Trustees. The location shall be designated by the Board of Trustees.

Section 2. Interim business or social/educational meetings of the membership may be held at such place and time as designated by the Board of Trustees.

Section 3. Special meetings of the membership may be called by a majority of the Board of Trustees or shall be called by the Commodore upon receipt of written request by 25% of the membership. The time and place shall be designated by the Board of Trustees or Commodore, respectively, in a timely manner.

Section 4. Notice of all General Membership and Special Meetings shall be sent not less than one week prior to the time when said meeting is to be held. Notice by ordinary mail or by email if the member has previously accepted this method of communication, issued by the Secretary or Commodore, and addressed to the members at such addresses as filed with the Secretary shall be sufficient notice. In case of any Special Meeting, the notice shall set forth the subject to be considered at said meeting.

Section 5. At any General Membership meeting, any business of the Corporation may be transacted. At any Special Meeting, the only business that may be transacted is the business set forth in the notice.

Section 6. All members shall be entitled on all matters coming before any meeting of the membership to one vote, unless that vote will be by mailed ballot as provided in Article III, Section 1, Paragraph 1 of these Bylaws. No member shall vote by proxy, and a majority of votes cast upon any question coming before the membership shall control, except as otherwise provided in these Bylaws.

Section 7. All meetings shall be conducted in accordance with Robert Rules of Order in the manner usual in corporate meetings and members shall vote upon any matter coming before any such meeting in such manner as such meeting shall prescribe, provided, however, that upon demand of not less than one-third of the members present, a vote upon any particular subject before the meeting shall be by ballot.

Section 8. No quorum shall be necessary at any meeting as specified in Section 4 and 5 above. At any meeting those present may transact the business or may adjourn.

ARTICLE V—RESPONSIBILITIES OF MEMBERS

It shall be the responsibility of each member of the Corporation to comply with and conform to the Articles of Incorporation and Bylaws of the Corporation; to comply with all Rules and Regulations adopted by the Board of Trustees; to make contributions to the Corporation that may be requested of the members from time to time and as pursuant to these Bylaws; to contribute time and effort to the furtherance of the sport and its ideals when called upon to do so; to voluntarily assist in the conduct of such events, regattas, and programs as decided upon by the Board of Trustees; and to generally conduct himself or herself in accordance with the best interests and objectives of the Corporation. Members shall each be provided with a copy of these Bylaws.

ARTICLE VI—CONTRIBUTIONS OF MEMBERS

Section 1. Contributions of dues from Senior Voting members shall be at the rate of $100.00 annually. Non-resident and Junior Voting member dues shall be at the rate of $25.00 annually. Dues for new members (never having been a member) shall be waived during the remainder of the fiscal year.

Section 2. Initiation fees for Senior Voting members shall be $80.00 per application. Junior Voting membership initiation fee will be $25.00.

Section 3. All dues are required to be paid by October 31st of each year or will be considered delinquent. Dues notices are required to be mailed or emailed to the members no later than September 20th.

Section 4. Notwithstanding anything in these Bylaws, no member shall be entitled to vote on any matter when his or her dues are delinquent.

Section 5. A Major Project and Investment Fund will be established from the general reserves of the Corporation. Without limiting sources of income, additions to the Major Project and Investment Fund may be single deposits to the Fund as authorized by majority action of the Board of Trustees and the re-invested interest earned by the Fund. Cumulative withdrawals during the fiscal year in excess of 3% of the Major Project and Investment Fund's value, as set at the beginning of the fiscal year, must have the approval of the general membership, either by an affirmative vote of two-thirds of those members present at any annual, interim or special meeting of the Corporation or, if by mail ballot, by an affirmative vote of two-thirds of the members voting. These funds may be applied to any operational or material use.

Section 6. Annual dues of a surviving member of a Senior Voting Membership shall be waived for the year following the death of the other person.

ARTICLE VII—TRUSTEES

Section 1. The number of Trustees of the Corporation shall not be more than eleven. One of the Trustees shall be the immediate past Commodore of the Corporation, one shall be the Commodore, one shall be the Vice Commodore, one shall be the Secretary, one shall be the Treasurer, and one shall be the Fleet Captain – Race of the Corporation. The remaining Trustees-at-Large shall be elected for a two-year term until their successors respectfully are elected and qualified. The Commodore, who shall be Chairman of the Board of Trustees, shall vote only when his/her vote is necessary to break a tie.

Section 2. No person shall be eligible as Trustee who is not a member in good standing of the Corporation.

Section 3. Any member of the Board of Trustees who misses three meetings consecutively shall be removed from the Board of Trustees unless he/she can show good cause to the remaining Board members for his/her absence.

Section 4. Any Trustee may be removed by a vote of two-thirds of the voting members of the Corporation at a special meeting called to consider such removal.

ARTICLE VIII—POWERS OF TRUSTEES

Section 1. The business of the Corporation shall be transacted by the Board of Trustees who shall have complete control of its affairs, except as may otherwise be prescribed in these Bylaws or directed by a meeting of the members. Without limiting the general powers and authority herein expressed, said Board shall have authority:

1. To make and enforce rules and regulations to further the objects of the Corporation as the Board shall deem advisable;

2. To perform or direct the performance of any act and to enter upon and carry out any contract by them deemed necessary or expedient for the accomplishment of the purposes of the Corporation;

3. To investigate and act relative to membership applications or suspension proceedings regarding current members of the Corporation;

4. To administer the funds of the Corporation, to include specifically but not exclusively the power to acquire, hold, invest and disburse funds for any purpose consistent with the objects and purposes of the Corporation;

5. To manage all property either real, personal, or mixed, owned by or leased by the Corporation, in any fashion consistent with the objects and purposes of the Corporation.

Section 2. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at Trustee meetings.

Section 3. The Board of Trustees shall meet no less than twice each year at a time and place designated by the Commodore, and it shall be the duty of the Secretary to give at least two days written notice to each member of the Board of all meetings.

ARTICLE IX—OFFICERS

Section 1. The elected officers of the Corporation shall be a Commodore, Vice Commodore, Secretary, Treasurer, and Fleet Captain - Race, and Assistant Fleet Captain - Race. The appointed officers of the Corporation shall be a Fleet Captain – Cruise and such additional officers and assistant officers and such committee members and agents as the Board of Trustees may deem advisable. Neither the Commodore, nor the Vice Commodore shall continue in their respective offices for more than two consecutive years. All officers must be members of the Corporation.

Section 2 *Immediate Past Commodore*
The Commodore, after serving a one year term, shall automatically move to the position of Immediate Past Commodore without nomination or vote of the membership. The primary duties of the Immediate Past Commodore will be to advise the Corporation, participate in decision making, with voting privileges, and secure and/or clarify Reciprocal Moorage Privileges for the coming year.

Section 3. *Commodore*
The Vice Commodore, after serving a one-year term, shall automatically move up to the position of Commodore without nomination or vote of the General Membership. If the Vice Commodore is unable to assume the office of Commodore, the Commodore shall be elected by the membership by ballot prior to The Change of Watch. He/She shall hold office until the subsequent Change of Watch of the Corporation. He/She shall, on behalf of said Corporation, execute all contracts, conveyances and other written instruments necessary or convenient to the transaction of the ordinary business of the Corporation. He/She shall facilitate General and Trustee Meetings, sign all membership certificates, and generally do and perform such duties as ordinarily pertain to this office. The Commodore may appoint, with the consent of the Board of Trustees, special committees and task forces.

Section 4. *Vice Commodore*
The Vice Commodore shall be elected by the membership by ballot prior to The Change of Watch and shall hold office until the subsequent Change of Watch, at which time he/she will automatically assume the office of Commodore. In the absence of the Commodore, he/she shall perform the functions of the Commodore.

Section 5. *Secretary*
The Secretary shall be elected by the membership by ballot prior to The Change of Watch and shall hold office until the subsequent Change of Watch. He/she shall be the custodian of the seal of the Corporation and of its books and records. He/she shall execute with the Commodore or Vice Commodore all conveyances, contracts and other written instruments to which the corporate seal is attached and shall affix the same thereto. He/she shall keep accurate minutes of

all meetings of the Board of Trustees and of the membership. He/she shall give all written notices required by the Bylaws or as directed by the Board of Trustees and shall perform such other duties as may be imposed upon him/her by the orders of said Board.

Section 6. *Treasurer*
The Treasurer shall be elected by the membership by ballot prior to The Change of Watch and shall hold office until the subsequent Change of Watch. He/she shall be the custodian of the funds of the Corporation and shall deposit the same in such bank or banks as the Trustees may prescribe and shall pay out funds under rules and regulations as the Board of Trustees may provide. All checks or orders for payment of money shall be signed in such a manner and by such a person as the Board of Trustees may order.

Section 7. *Fleet Captain—Race*
The Assistant Fleet Captain—Race after serving a one year term, shall automatically move up to the position of Fleet Captain—Race without nomination or vote of the General Membership. If the Assistant Fleet Captain—Race is unable to assume the office of Fleet Captain—Race, then the office shall be filled by election of the General Membership by ballot prior to The Change of Watch. The duties of the Fleet Captain—Race shall be to plan, schedule, promote, and organize racing activities of the Corporation. The Fleet Captain—Race shall be responsible to the Board of Trustees to manage the operation of the racing fleet and to represent the Corporation in those matters ordinary to the racing activities of the Corporation.

Section 8 *Assistant Fleet Captain—Race*
The Assistant Fleet Captain—Race shall be elected by the membership by ballot prior to The Change of Watch of the Corporation and shall hold office until the subsequent Change of Watch of the Corporation, at which time he/she will automatically assume the office of Fleet Captain—Race. The duties of the Assistant Fleet Captain—Race shall be to assist the Fleet Captain—Race in the operation of the racing fleet of the Corporation. He/She shall perform the functions of the Fleet Captain—Race, in the event of his/her absence.

ARTICLE X—Appointed Chairs

The following positions shall be appointed by the Commodore with the consent of the Board of Trustees and shall serve until the subsequent Change of Watch.

Section 1. *Fleet Captain—Cruise*
The office of Fleet Captain—Cruise shall be appointed by the Commodore with the consent of the Board of Trustees and shall hold office until the subsequent Change of Watch of the members of the Corporation. The duties of the Fleet Captain—Cruise shall be to plan, schedule, promote, and organize cruising activities of the corporation.

Section 2. *Membership Chair*

The duties of the Membership Chair shall be to provide information about membership and club activities to prospective members, compile registration information and announce new members to the organization.

Section 3. *Communications Chair*
The duties of the Communications Chair shall be to ensure the publication of the newsletter, maintenance of the club's website, and distribution of notices to the membership of club activities and events.

Section 4. *Historian*
The duty of the Historian shall be to maintain and preserve historical information and artifacts regarding club activities.

Section 5. *Social Chair*
The duty of the Social Chair shall be to coordinate social and educational activities including the annual Change of Watch.

Section 6. *Ship's Store*
The Chair of Ship's Store is responsible for maintaining a store of goods which may be purchased by the Membership. Decisions on how much money is to be spent in securing such items will be made with the approval of the Board of Trustees.

Section 7.
The Commodore may appoint, with the consent of the Board of Trustees, special committees and task forces.

ARTICLE XI—ELECTION OF TRUSTEES AND OFFICERS

Section 1. The five Trustees-At-Large shall be elected for two-year terms to be staggered so that, except for situations where vacancy is created by other circumstances, no more than four Trustees-at-Large will be elected in any one year.

Section 2. The nomination and election process shall be as follows:

1. A Nominating Committee of five members, not more than two of whom shall be members of the Board of Trustees, shall be appointed by the Commodore no later than August 15th of each year.

2. Before the September General Membership meeting, the Nominating Committee shall present the officer and trustee positions which will become vacant.

3. The Nominating Committee will solicit nominations from the general membership to fill listed officer and trustee vacancies. Such nominations may be submitted in writing to the chair of the Nominating Committee prior to the September General Membership meeting.

Any member in good standing may also make nominations from the floor during the September General Membership meeting.

4. The Nominating Committee shall meet no later than one week after the September membership meeting and perform the following duties:
    a. Verify the willingness of nominees to serve if elected.
    b. Verify that a sufficient number of nominees were received to fill vacant positions. If sufficient nominations were not received, or if nominees are unwilling to serve, the Nominating Committee shall make additional nominations from the membership as required to fill remaining vacancies.
    c. The Nominating Committee shall deliver a final list of nominees to the Commodore for inclusion in the ballot.
5. In the event of multiple nominees, the balloting will be conducted in the Preferential Manner as prescribed in Chapter XIII of the Newly Revised Robert's Rules of Order (9th edition).

6. Ballots shall be mailed to the members no later than September 20th.

7. Membership units shall vote their preference and shall seal their marked ballots in the return envelope provided. The outside of the envelope shall be signed by the member(s) voting and both the ballot and the envelope shall be returned to the Secretary of the Corporation on or before October 1st.

8. The ballots for officers and Trustees of the Corporation shall be counted prior to the annual Change of Watch by a majority of the nominating committee, and the names of the successful candidates shall be announced at the annual Change of Watch.

Section 3. Officers and Trustees of the Corporation shall be installed at the annual Change of Watch and shall assume their respective offices immediately.

Section 4. If any vacancy should occur among the officers of the Corporation, said vacancy shall be filled by the Board of Trustees until the next annual election of officers.

ARTICLE XII—DISSOLUTION OF THE CORPORATION

In the event of the dissolution of the Corporation, no asset shall inure to the benefit of any member or other individual. All assets shall be reduced to cash by the liquidating Trustees and delivered to the State of Washington for the purpose of promoting marine recreation, conservation, and stewardship among the people of the State of Washington.

ARTICLE XIII—FISCAL YEAR

Section 1. The fiscal year of the Corporation shall begin on the 1st day of November and terminate on the 31st day of October of each year.

Section 2. After the installation of officers and Trustees at the Change of Watch, it shall be the duty of both the outgoing and the incoming officers and Trustees to coordinate and cooperate in orderly transfer of the assets and records of the Corporation. It shall also be the duty of both the outgoing officers and Trustees and the incoming officers and Trustees to coordinate and cooperate in obtaining an audit and in preparing tax returns and other reports required by local, state or federal governments.

ARTICLE XIV—SEAL

The seal of the Corporation shall consist of a circular die containing around the margin the words, "Three Tree Point Yacht Club" and in the center part thereof the words, "Corporate Seal of 1969".

ARTICLE XV—AMENDMENTS

These Bylaws may be altered, amended, changed, or repealed in whole or in part and new Bylaws may be adopted in lieu of all or any part thereof at any annual meeting of the members of the Corporation or any interim meeting or special meeting thereof called for that purpose by a vote of two-thirds of those members present or by mail ballot by an affirmative vote of two-thirds of the members voting.

ARTICLE XVI—NULLIFICATION OF PREVIOUS BYLAWS

These Bylaws represent the complete Bylaws of the Corporation and nullify all previous Bylaws and amendments thereto.