

BRANDERMILL SAILING CLUB

BY-LAWS

Adopted 13 November 1987

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|------|-----------------------|------------------|
| (*1) | Revised 3 April 1992 | - Article IV |
| (*2) | Revised 23 April 1993 | - Article IV |
| (*3) | Revised 29 Jan 1994 | - Article IV |
| (*4) | Revised 27 Jan 2007 | - Article IV & V |
| (*5) | Revised 10 Jan 2010 | - Article XII |

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ARTICLE I - Name

The name of this organization shall be "The Brandermill Sailing Club" herein referred to as "the Club".

ARTICLE II - Objectives

- (a) To promote interest in sailing, particularly on the Swift Creek Reservoir.
- (b) To foster social relations between all members of the Club.
- (c) To participate in Community affairs.

ARTICLE III - Status

- Section 1.** The Club shall be a non-profit organization operated exclusively for the objectives specified in Article II above.
- Section 2.** Officers, directors and appointive officials shall not receive any stated compensation for their services, but the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties.
- Section 3.** Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, or agent of the Club shall be liable for the acts or failure to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for his acts or failure to act under these by-laws, excepting willful misfeasance.
- Section 4.** The Club shall use its funds only to accomplish the objectives specified in Article II above, and no part of said funds shall inure, or be distributed to the members.
- Section 5.** In the event of dissolution of the Club, and after discharge of all its liabilities, the remaining assets shall be given to a non-profit organization, whose objectives are similar to

those of this Club, as designated by a majority vote of the Board of Directors.

ARTICLE IV - Membership

Section 1. The membership of this Club shall be composed of residents, property owners and principal tenants of the communities of Brandermill, Woodlake and invited guests. (1*, 3*)

Section 2. There shall be seven classes of membership: (2*)

- | | |
|---|---|
| (A) Regular members: | All dues-paying members. |
| (B) Racing members: | Regular members who, for an additional fee, compete for trophies in sailing. |
| (C) Associate members: | A regular member who has relocated outside the communities specified in Section 1 above. |
| (Use of the lake must conform to Brandermill Community Association policies, and is not governed by the Club) | |
| (D) Honorary members: | See Section 3, below. |
| (E) Auxiliary members: | Spouse and family residing with a member. |
| (F) Guest members: (1*) | Residents of the Greater Richmond VA and who are sponsored by a regular member, who cannot sponsor more than one (1) such member, and who must be sponsored anew annually, and shall have no voting rights, and shall pay dues commensurate with regular members. |

NOTE: Total members of this class shall not exceed 49 percent (49%) of the total of regular members. The Board of Directors shall be required to maintain such ratio. Additionally, guest members shall not comprise more than 49% of elected Directors of the Club. Guest members serving as officers will have voting rights as a regular member, and as an officer, while they are holding said Office (4*).

(Use of the lake must conform to Brandermill Community Association policies, and is not governed by the Club)

(G) Corporate member: (2*) A regular member who, for an additional fee, may include employees and guests, not otherwise eligible for membership, to enjoy the facilities of the Club. Only the principal (Member) shall have the right to one (1) vote.

Section 3. The Board of Directors may grant honorary membership to certain individuals in recognition of their services in Government, the sailing community or to the Club. An individual eligible for Regular, Racing or Associate membership would not normally be extended an honorary membership. Honorary membership shall not convey voting rights, and shall not entail any requirement for payment of dues.

Section 4. The Board of Directors shall be empowered to accept or reject an application for membership, and may expel any member for good and sufficient cause, after the member has been given an opportunity to be heard.

ARTICLE V - Voting

Section 1. Except as otherwise provided in these By-laws, all questions coming before the membership shall be decided by a majority vote of members in good standing actually present.

- Section 2.** Honorary, Auxiliary and Guest members have no voting rights, except Guest members serving as officers, who shall have voting rights as a regular member, and as an officer, while holding said Office. (*1, 4*)
- Section 3.** Proxy voting shall not be permitted at any meeting of the Club, nor at any meeting of the Board of Directors.
- Section 4.** Fifteen percent (15%) of the membership in good standing shall constitute a quorum at any meeting of the Club for voting purposes.

ARTICLE VI - Dues

- Section 1.** The annual dues of the Club shall be set by the Board of Directors, with each member notified of the amount at least thirty (30) days before the due date.
- Section 2.** Honorary and Auxiliary members shall pay no dues.
- Section 3.** Any member who fails to pay annual dues within thirty (30) days of the due date shall be so notified by the Treasurer. If the member remains delinquent for an additional sixty (60) days, the Board of Directors may, without further notice, and without a hearing, drop the delinquent from the rolls. The former member shall then forfeit all rights and privileges of membership.
- Section 4.** Any member dropped for non-payment of dues may be reinstated upon re-application and payment of the current dues.

ARTICLE VII - Meetings

- Section 1.** Four regular meetings of the Club shall be held annually during the months of January, March or April, July and October or November unless otherwise decided by the Board of Directors. Each member shall be notified of the date, time and place of the regular meeting as well as other

activities such as Regattas, picnics and other gatherings. Notice shall be given members at least 10 days in advance, but no more than 30 days. Events listed on a calendar are not considered as notification.

Section 2. Annual election of Officers and receipt of reports shall take place at the January meeting.

Section 3. Special meetings may be called by the Commodore. Notice shall be given as in Section 1 above, with a further statement of the subject(s) to be considered.

Section 4. Meetings shall be governed by the current "Roberts Rules of Order Newly Revised" where applicable and not inconsistent with these By-laws.

ARTICLE VIII - Board of Directors

Section 1. The Board of Directors shall be composed of the elected Officers (Commodore, Vice Commodore, Secretary and Treasurer) plus the Chairmen of each Standing Committee, and one member elected by the membership at the annual meeting.

Section 2. The Directors will serve for 1 year, and take office upon election or appointment, and continue until the following Annual Meeting.

Section 3. The Board of Directors shall have supervision, control, and direction of the affairs of the Club; shall determine the policies within the limits of these By-laws, and shall have discretion in the disbursement of its funds.

Section 4. The Board of Directors shall meet upon the call of the Commodore at such times and places as he may designate, and may be called meet upon demand of the majority of its members. Notice of each meeting of the Board shall be given each member at least 5 days in advance.

Section 5. A majority of the entire Board shall constitute a quorum at any meeting of the Board.

Section 6. Vacancies in the Board will be filled by a majority vote of the Board. The person so selected shall serve until the following Annual Meeting.

Section 7. All questions coming before the Board shall be decided by a majority vote, with each member present being entitled to one vote. Proxy voting shall not be permitted.

ARTICLE IX - Officers

Section 1. The elective Officers shall be a Commodore, a Vice Commodore, a Secretary and a Treasurer. Each elected Officer shall take office upon election at the Annual Meeting, and shall serve one year, or until the following Annual Meeting.

Section 2. No member shall be eligible to serve more than two consecutive one-year terms as Commodore.

Section 3. A vacancy in the office of Commodore shall be filled automatically by the Vice Commodore. Other vacancies will be filled as the Board of Directors may decide.

Section 4. The Commodore shall be the chief elective Officer, and shall preside at meetings of the Club and of the Board of Directors. The Commodore shall be a member ex-officio of all Committees, except the Nominating Committee, and shall have the right to one vote.

Section 5. The Vice Commodore shall perform the duties of the Commodore in the absence of the Commodore. The Vice Commodore shall chair the Racing Committee, and may appoint Race Official(s) and Protest official(s) as needed.

Section 6. The Secretary shall give notice of, and attend all meetings of the Club and of the Board of Directors, and shall keep a record of all proceedings. He shall prepare correspondence,

maintain files and safeguard important papers belonging to or pertaining to the Club. He shall keep a roster of the members, and annually as of 1 January publish the roster to the membership, with periodic updates as required.

Section 7. The Treasurer shall collect the annual dues and fees or other monies received by the Club, and maintain a record of all sums received and expended by the Club. He shall make disbursements as authorized by the Board of Directors. He shall deposit all sums received in a financial institution approved by the Board of Directors, and sums may be withdrawn only upon the signature of the Treasurer, or in his absence, by the Commodore as alternate, such transaction to be properly reported to the Treasurer. He shall make financial reports at the Annual Meeting, or when called for by the Commodore or the Board of Directors. All funds, books, records and the like shall at all times be subject to inspection and verification by the Board of Directors, or by an Auditor appointed by the Board.

Section 8. Any Officer or Director shall have the authority to expend up to twenty-five dollars (\$25.00) or, with the concurrence of the Treasurer and one other Officer, up to one-hundred (\$100.00) in the performance of his duties. Expenditures over these amounts must be authorized by the Board of Directors. Reimbursement for any amount must be validated by proper receipts and/or vouchers acceptable to the Treasurer.

ARTICLE X - Nominations and elections

Section 1. The Commodore shall appoint a Nominating Committee of five (5) regular members in good standing, not holding an elective Office, to nominate candidates for the elective Offices. At least three (3) of these shall be Racing Members who shall have completed at least one series of races during the past racing season. This committee shall be appointed at the last regular meeting of the year, but not less than 30 days prior to the Annual Meeting. The

Committee shall notify the Secretary in writing of their proposed slate, and the Secretary shall notify the membership at least 15 days prior to the Annual Meeting.

- Section 2.** At the Annual Meeting the recommended slate shall be read and additional nominations called for from the floor. If the slate is unopposed, voting may be by voice acclamation. Otherwise, any office opposed shall be decided by secret ballot vote. These ballots to be tabulated by at least two members of the Nominating Committee who are not candidates for the Office being voted upon, with the Secretary acting as Recorder. The results shall be posted in writing. At the completion of the voting, the Commodore shall install the new elected Officers, and announce any appointive Chairmanships.

ARTICLE XI - Committees

- Section 1.** The Commodore shall annually appoint such standing committees as required by these by-laws and Special Committees as he may deem necessary or advisable. The Chairman of each Standing Committee shall become a member of the Board of Directors.
- Section 2.** The Standing Committees shall include the following:
- Membership
 - Publicity
 - Racing
 - Social
- Section 3.** Additional Standing Committees may be established by the Board of Directors.

ARTICLE XII - Amendments

These By-laws may be amended or repealed in part or in whole, by two-thirds vote of members in good standing present at any meeting of the Club, provided that copy of any change proposed be provided each

member eligible to vote at least 15 days prior to the meeting (*5). Any proposal to amend or repeal these By-laws must be approved by majority vote of the Board of Directors.

This is to certify that these By-laws were approved and adopted at a meeting of the Club at the Brandermill Community Center on 13 November 1987

(SIG)


Secretary

(SIG)


Commodore

This is to certify that amendment numbered 1) to the By-laws were approved and adopted at a meeting of the Club at the Brandermill Community Center on 3 April 1992

(SIG)


Secretary

(SIG)

- 9 - 
Commodore

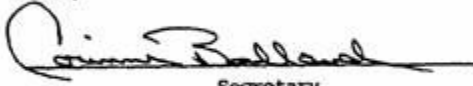
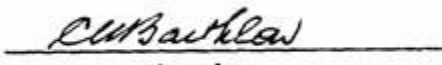
This is to certify that amendment numbered 2) to the By-Laws were approved and adopted at a meeting of the Club at the Brandermill Community Center on 23 April 1993

(SIG) 
Secretary

(SIG)


Commodore

This is to certify that amendment numbered 3) to the By-Laws were approved and adopted at a meeting of the Club at the Brandermill Community Center 29 Jan 1994

(SIG)  Secretary
(SIG)  Commodore

This is to certify that amendment numbered 4) to the By-Laws were approved and adopted at a meeting of the Club at the Harbor Point Club House 27 Jan 2007

Charles E. Tyger

Secretary 2009

Bruce Koch

Commodore 2009

This is to certify that amendment numbered 5) to the By-Laws were approved and adopted at a meeting of the Club at the Harbor Point Club House 10 Jan 2010

Charles E. Tyger

Secretary 2010

Bruce Koch

Commodore 2009

*Official Copy of the Brandermill Sailing Club's
By-Laws
as of January 10, 2010*

*Chuck Tyger
Secretary*