

BYLAWS OF MARATHON YACHT CLUB

(As of January 15, 2009)

ARTICLE I—NAME

This organization shall be known as the Marathon Yacht Club. The use of the name "Marathon Yacht Club" shall not be used as part of the name of any organization, group or event without the approval of the Board of Governors.

ARTICLE II—PURPOSE

The purpose of the Club shall be to promote yachting and related activities among the members and to provide and maintain a club house for their own use and enjoyment.

ARTICLE III—CLUB BURGEE

The Burgee shall be triangular in shape and colored navy blue with a bright green profile of the State of Florida in the center. A bright yellow key shall be placed horizontally across the middle of the Florida profile, extending into the blue on both sides. The working end of the key shall be in the shape of the letter "M" and will be on the east side of the Florida profile.

ARTICLE IV—MEMBERSHIP

1. The number of Active Members (not including Life Members) shall be limited to 600.
2. Any adult (21 years or older) who is interested in boating and related activities is eligible for membership, subject to the other requirements set forth herein. Membership shall not be denied to any adult on the basis of race, color, religion, sex, age (except as noted above), nationality or ethnic origin, political beliefs, marital status or handicapping condition.
3. There shall be six classes of membership: Active, 49er, Life and Honorary, Business Membership and Summer/Fall as described below:

ACTIVE MEMBERS

An Active Member is any adult who has satisfactorily completed the admission requirements detailed in Article V below, is in good standing, and is not delinquent in regard to initiation fees, dues, assessments, house charges, annual minimum expenditure billings or any other financial obligations. The term "in good standing", as used in these Bylaws, means those persons not formally dropped from the membership rolls or under disciplinary suspension.

- 1) An Active Member's privileges shall include the right to vote, to hold office, to serve on committees, and to use the Club and all its facilities. The member's spouse or "significant other" residing with the member and minor children (latter subject to restrictions contained in the Club's "House Rules") also has the right to use the Club and its facilities. Members' spouses or "significant others:" may serve on all committees with the exception of the Nominating Committee and By-laws Committee provided there shall be but one vote per membership on any Committee and further provided that the majority of members on any committee be active members. The designation of "significant other" may be terminated by the member at any time and the member is responsible for fees and charges incurred, and damages caused by his or her "significant other".

JUNIOR (49er) MEMBERS

- 2) Any person under the age of 50 may be elected to membership in the manner provided in Article V and will be known as a Junior Member. The initiation fee will be one-half the amount required for other new members. This class of member will have the rights and privileges accorded to other members.

LIFE MEMBERS

- b. All active Past Commodores and their surviving spouses, upon completing their final term on the Board of Governors as the Immediate Past Commodore, through the term completed in 2002, shall be conferred a life membership. Any other Active Member may be conferred a life membership whose eligibility has been passed upon by the Board of Governors and who receives a three-fourths vote of the membership by ballot at the annual meeting.

- 1) A Life Member's privileges shall include those of an Active Member plus the awarding of a Life Membership Certificate and the waiving of the requirement to annual dues.
- 2) A Life Member who fails to meet the minimum expenditure requirement, however, shall lose his/her voting privilege and the right to hold office for the fiscal year following failure to meet

this requirement. Such privilege shall be reinstated following a twelve (12) month compliance with this requirement.

HONORARY MEMBERS

- c) An Honorary Membership for a period of one year can be conferred upon a non-member by a three-fourths vote at any meeting of the Board of Governors.
 - 1) Honorary Members shall be entitled to all privileges of an Active Member except they shall not be entitled to make motions, to vote or to hold office.
 - 2) Honorary Members shall be exempt from paying initiation fees, dues and assessments

SUMMER OR FALL MEMBERS

- d) Upon annual review, and if approved by the Board of Governors, The Membership Committee will be allowed to invite qualified persons who reside in the Florida Keys to become either a Summer or Fall Member. All admission requirements under Article V must be met. These members will have Club privileges in Bar, Dining Room, Ship's Store and Docks only. They will not be permitted to vote, hold office or serve on committees. They will not be members of the Florida Council of Yacht Clubs (FCYC) and will not be accorded reciprocity. A person or his/her spouse may only be offered this class of membership one time in three years.
 - 1) Term: Summer- June 1 to September 30
Fall- October 1 to December 23Fees: \$300 which may be applied toward Marathon Yacht Club Initiation fee provided the Summer/Fall members joins as an Active Member within 30 days of the term. There is no minimum expenditure requirement.

BUSINESS MEMBERSHIP

- (e) Any business operating within the Florida Keys who wishes to establish membership for its employees, may apply to the Membership Committee for a minimum of 2 and a maximum membership based on availability, as determined by the By-Laws and House Committees, to become members of the Marathon Yacht Club under the following rules and restrictions:
 - A. The business must submit an application and each employee must fill out an application and be approved by the Membership Committee and the Board of Governors.
 - B. Fees:
 - 1) Initiation fees for the Business shall be \$750 per employee with a minimum of \$1500.
 - 2) Dues shall be 50% of the full dues for each individual and must be paid in full, no monthly payment allowed.
 - 3) Minimums and monthly charges
 - a- Each individual must pay or use the minimum as required by a regular member. (\$600 per couple or \$450 per single)
 - b- Each individual will receive a monthly statement of his/her charges.
 - c- The business will have the final responsibility for the payment of the employee's account.
 - C. Florida Council of Yacht Clubs:
No reciprocity privileges will be extended to the business or their employee for any club who are members of the Florida Council of Yacht Clubs.
 - D. Voting and Office Holding:
The business shall have one vote in any Marathon Yacht Club Ballot. The business shall designate the member employee who will vote on its behalf and on behalf of all its member employees. No business member employee shall

hold an office or be elected to the Board of Governors; however, they may serve on any committee except Finance and Nominating Committees.

E. Replacement:

The business shall have the right to terminate any employee's membership at any time and propose a replacement. Any new employee proposed for membership must be approved by the Membership Committee and the Board of Governors.

WIDOWS/WIDOWERS

4. Upon recommendation of the Membership Committee, surviving spouses of deceased Active or Life Members, in good standing, may assume the membership of the deceased by notifying the Board of Governors of their desire to do so within ninety (90) days. Such person shall pay no initiation fee. Upon the death of the surviving spouse, the membership shall cease.

SPOUSES

5. Upon written application by an Active Member, in good standing, and approval by the Membership Committee and the Board of Governors, an Active Member may transfer his/her Active Member status to his/her spouse. No additional initiation fee will be required.

RESIGNATION

6. Any member desiring to resign from the Club shall submit his/her resignation in writing to the Secretary, who shall present it to the Board of Governors for action.

DIVORCE

7. Any member who is divorced during the term of his/her membership and who wishes to resign, may request, if the ex-spouse so desires, that the membership be relinquished and transferred to said ex-spouse by notifying the Board of Governors in writing within ninety (90) days of the date of the divorce decree. Such a request shall be subject to review and recommendations by the Membership Committee and subsequently acted upon by the Board of Governors. If the request is approved, the ex-spouse shall immediately assume responsibility for regular dues, assessments and house charges but shall pay no initiation fee. No member shall have any proprietary right, interest or privilege in this membership which may be transferable other than as herein provided.

ARTICLE V - ADMISSION TO MEMBERSHIP

GENERAL PROCEDURES

1. The following procedures pertain to admission of applicants to membership in Marathon Yacht Club:
 - a. The Board of Governors shall adopt a membership application form. Each application form shall have an "Information for Applicant" sheet attached to it for retention by the applicant. It shall include information such as: where the Bylaws may be inspected, a resume of the procedures for processing application, and the importance of maintaining a current mailing address on file with the Club at all times. The "Information" sheet shall also advise the applicant of his option of paying in advance (initiation fee, current dues and assessments) if he will not be within range of U.S. Mail at the approximate time his application will become next-in-line to fill a vacancy in the membership.
 - b. The Membership Committee shall be responsible for providing such forms to applicants and assisting them as required.

- c. Upon receipt by a Membership Committee member of a properly executed application, the Committee member will direct the Steward to mark the date, time and his/her signature in the place provided on the application, countersigned by the Committee Member. The application shall then be filed chronologically by the Membership Committee with other applications awaiting action. The five oldest applications ("top five") shall be fully processed by the Membership Committee and the Board of Governors through disapproval or conditional approval by the procedures indicated in paragraph 2 below. Conditionally approved applications shall be filed chronologically to await a vacancy in the membership and subsequent payment of required fees.
- d. When a vacancy occurs, the Secretary, by Certified Mail (Return Receipt Requested) shall notify the applicant whose application has the earliest date, that his/her application has been conditionally approved, that a vacancy exists, and that a check should be sent to the Treasurer within thirty (30) days for initiation fee, dues and assessment, as applicable. Thereafter, one of three situations may pertain, as follows, either:
 - (1) A return receipt for the Certified Mail is received within thirty (30) days of the Club's mailing date and a check is received within thirty (30) days of the return receipt date. If so, the applicant shall become a member on receipt of the check; or
 - (2) A return receipt for the Certified Mail is received within thirty (30) days of the Club's mailing date but a check is not received within thirty (30) days of the return receipt date. If so, the application shall be disapproved; or
 - (3) A return receipt is not received within thirty (30) days of the Club's mailing date. In such case, the applications will be put aside, still with a "number-one, next-in-line" status, until the applicant can be contacted. In the meantime, subsequent applicants shall be processed, in order, until the above applicant is contacted or there are no more vacancies.
- e. When a vacancy occurs, if the applicant whose conditionally approved application is next-in-line has a check on file for the appropriate amount, he/she shall become a member immediately.

DETAILED PROCEDURES FOR APPROVAL/DISAPPROVAL

- 2. The following detailed procedures pertain to the processing of membership applications by the Membership Committee and the Board of Governors:
 - a. When an application reaches the chronological "top five" status mentioned in Article V, 1c. the Membership Committee shall consider the application and make such investigation as it deems desirable and, within ten (10) days, make a written report of their findings, signed by at least two (2) of its members, on the appropriate portion of the application form. Their findings, normally summarized as "favorable" or "adverse", will dictate subsequent routing of the application, as follows:
 - b. If the report of the Membership Committee is favorable then:
 - (1) The Membership Committee shall immediately post the application for not less than ten (10) days in a space set aside for applications on the Clubhouse bulletin board.
 - (2) Thereafter, it shall be submitted by the Membership Committee to the Board of Governors at its next meeting.
 - (3) If, prior to the time that the Board of Governors considers the application, any member submits a written objection to the Membership Committee, the application may be:
 - (a) Approved by the Board of Governors by a vote of three-fourths of the members present at any regular or special meeting of the Board, or;
 - (b) Investigated by the Board, or;
 - (c) Returned to the Membership Committee for further consideration and/or investigation.
 - (4) If no written objection is received as set forth above, the application may be approved by a vote of the majority of the members present at any regular or special meeting of the Board.
 - c. If the report of the Membership Committee is adverse, then:
 - (1) The application shall not be posted but shall be referred to the Board of Governors at its next regular or special meeting. At that time, the Board may, by a majority of its members present, vote to:
 - (a) Disapprove the application, or;

- (b) Return the application to the Membership Committee for further consideration and/or investigation, possibly including a credit report, before submitting the application to the Board at their next meeting, or;
- (c) Make its own investigation.
- (2) If the application is returned to the Membership Committee and is subsequently reported favorable, then the procedure outlined under paragraph 2 b, above, shall be followed.
- (3) If the application is returned to the Membership Committee and the Committee again makes an adverse report, the application shall be referred to the Board of Governors at its next meeting and the Board may approve the application by a vote of three-fourths of all of the members of the Board. If not so approved, the application shall be considered disapproved.
- (4) If the Board makes its own investigation, the Board may subsequently approve the application by a vote of three-fourths of all its members. If not so approved, the application shall be considered disapproved.
- (5) Upon disapproval of any application by the Board of Governors, any prepaid initiation fee and dues/assessments shall be returned immediately to the applicant and the applicant shall be notified promptly by the Secretary of his/her disapproval.
- (d) Upon final approval of an applicant, the Secretary shall immediately so notify him/her.

ARTICLE VI—OFFICERS AND MANAGER

TITLES

1. The Officers of the Club shall be:
 - a. Commodore, Vice Commodore, Rear Commodore, Secretary and Treasurer and they shall constitute the Bridge.
 - b. The other Flag Officers are: Fleet Captain, Fleet Surgeon, Fleet Historian, Fleet Chaplain and Fleet Education Coordinator.

ELIGIBILITY

2. Active Members in good standing for the previous twelve (12) months are eligible to hold any office in the Club.
 - a. Spouses of Active Members in good standing, not serving on the Board of Governors, are eligible to hold the offices of Secretary and Treasurer. Such officers can vote and be counted to constitute a quorum at a Board of Governors meeting.
 - b. No member shall hold more than one elective office at a time.

ELECTION OR APPOINTMENT

3. All Bridge Officers shall be elected at the annual meeting by written ballot in accordance with the provisions of Article IX, Section 4.

TERM

4. The Officers shall serve for one year or until their successors are elected or appointed as appropriate. Their term of office shall begin February First.

DUTIES

5. Duties of the Officers:
 - a. **COMMODORE:** Shall command the club; preside at all Board of Governors and membership meetings; shall appoint the Chairman of all committees (unless specifically provided otherwise by the terms of any other section of these bylaws); be ex-officio member of all committees (except Nominating Committee) and enforce the Bylaws, rules and regulations of the Club. He shall also appoint the Fleet Captain, Fleet Surgeon, Fleet Chaplain, Fleet Education Coordinator, Club Historian and The Delegate and Alternate to the Florida Council of Yacht Clubs. He/She shall be responsible for signing all contracts with the Vice Commodore and all leases with the Treasurer after approval by the Board of Governors.
 - b. **VICE COMMODORE:** Shall assist the Commodore in the discharge of his/her duties and, in his/her absence, act as Commodore. He/She shall be a member of the Finance and Port Committees. He/She shall sign all contracts with the Commodore and shall perform other duties as assigned by the Commodore.

- c. REAR COMMODORE: Shall assist the Commodore and Vice Commodore in the discharge of their duties and, in their absence, act as Commodore and shall serve as a member of the House Committee and as a member of the Long Range Development and Priority Committee. He/She shall perform others duties as assigned by the Commodore. He/She shall be responsible for Yacht Club protocol and the proper display of all flags, plaques and emblems.
 - d. SECRETARY: Shall keep a correct role of members; have custody of all reports and documents connected with the business of the Club; keep records of the proceedings of each meeting; issue notices of all meetings and in case of special meetings, designate the business intended; notify members of their election to office and their appointment to serve on committees; notify each membership applicant of his approval or disapproval; conduct the correspondence of the Club; issue Life Membership certificates; and maintain the list of Life Members on the Club bulletin board.
 - e. TREASURER: Shall account for all funds and have custody of all funds, except as otherwise specified herein; collect all dues and pay all bills, leases and contracts contracted by the Club, when approved by the Board of Governors. The Treasurer shall deposit all funds belonging to the Club in such bank and/or other depository as may be approved by the Board of Governors. The Treasurer shall be bonded in an amount to be determined by the Board of Governors, the premium of such bond to be paid by the Club. The Treasurer shall notify all concerned when the required funds have been received from a membership applicant. The Treasurer shall chair the Insurance Committee. He/She shall sign all leases, approved by the Board of Governors, along with the Commodore.
 - f. FLEET CAPTAIN: Shall transmit the orders of the Commodore and be his/her executive officer with respect to all nautical events. He/she shall encourage and promote yachting in all its aspects. He/she shall promote boating and boating-related activities for youngsters of both members and non-members. He/she shall be in charge of all Club regattas, races and cruises and shall appoint the committees necessary to carry out such functions. He/she shall be responsible for maintaining a list of members' vessels, including a description and a list of their capabilities.
 - g. HISTORIAN: Shall prepare a narrative account of the Club's activities during his/her term of office and perform such activities as directed by the Commodore.
 - h. FLEET CHAPLAIN: Shall serve when called upon by the Commodore.
 - i. FLEET SURGEON: Shall counsel the Club membership on emergency services for Club activities, recommend sanitary and preventive health procedures for the Club and perform such other duties as the Commodore may specify.
 - j. FLEET EDUCATION COORDINATOR: Shall provide for and have charge of training and instruction of seamanship skills for the membership.
6. Manager – Selection and Duties.

The Commodore shall appoint a Selection Committee that will report its recommendation to the Commodore for submission to the Board of Governors for approval to be hired. The Club Manager shall be under the supervision of the Commodore, be a non-voting member of the House Committee and Finance Committee, have the power to regulate prices, purchase supplies, approve bills, hire and dismiss, and set salaries and conditions of employment. The Club Manager is directly responsible for the supervision of all club employees. The Club Manager is expected to attend Board of Governor's meetings.

ARTICLE VII—BOARD OF GOVERNORS

NUMBERS

1. There shall be a Board of Governors consisting of fifteen (15) members.
2. The Board of Governors shall consist of:
 - a. The Commodore, Vice and Rear Commodores, Secretary, Treasurer; and
 - b. Nine Active Members elected as hereinafter provided; and
 - c. The Immediate Past Commodore.
 - d. The Board of Governors may consider and vote upon time sensitive issues that may arise between scheduled meetings by email communication or other electronic means, provided the following conditions are met:
 - I. The time sensitive question is propounded by the Commodore and transmitted by him/her to all board members.
 - II. In case of action on membership applications, the membership chairman or vice chairman must also provide the information contained on the application, and the

application must have been approved by the membership committee without objection.

- III. Within 72 hours of the transmittal of a question by the Commodore, a majority of the board must respond to the secretary with their vote to enable the recording of the result in the minutes of the next following meeting.
- IV. Votes on the question are treated in the same manner as those cast at a board meeting. However, if the secretary receives a request for discussion of the question, then the question is postponed until it can be considered at the next scheduled or special meeting.

ELECTION AND TERM

3. The election and term of office for Board Members shall be as follows:
 - a. The Commodore, Vice and Rear Commodores, Secretary and Treasurer shall serve in accordance with ARTICLE VI.
 - b. The nine elected members (chosen from Active Members in good standing) shall be elected, three each year, at the annual meeting and shall serve for three (3) years from February First or until successors are elected.

DUTIES

4. The Board of Governors shall be the governing body of the Club and shall have complete control of the affairs thereof, including the following: (inclusion of specific powers herein shall not be construed as a limitation thereof but as an addition to all powers, general and specific, herein given) incurring, approving, comprising and ratifying all expenditures, obligations, liens, claims and payments; ordering audits, filling vacancies on the Board; prescribing rules and regulations governing the use of the Club by its members; granting leaves of absence for Board Members; suspending, forfeiting and reinstating memberships, and settling and compromising delinquencies.

MEETINGS

5. A. The Board of Governors shall meet on the third Wednesday of January and on the third Thursday of all other months. Special meetings may be called by the Commodore or any two members of the Board of Governors. Reasonable notice shall be given to the members of the Board of Governors of such special meetings. Club members may attend such meetings and, if prearranged with the chairperson, forty-eight (48) hours in advance, may participate in Board discussion on specified topics.

B. Any board member that is physically unable to attend any scheduled board meeting may participate in the meeting through the use of any means of available technologies by which all board members participating in the meeting may simultaneously hear each other during the meeting. A board member participating in a meeting by this means is deemed to be present in person at the meeting.

QUORUM

6. A quorum of the Board for the transaction of business shall consist of eight (8) members.

REMOVAL/SUSPENSION

7. Individual members of the Board of Governors may be removed or suspended for conduct prejudicial to efficient functioning of the Board, by a vote of three-fourths of all the members of the Board. Failure of a Board Member to attend any three (3) regular Board meetings during any one-year period in office shall be sufficient cause to be automatically dropped from the Board.

VACANCIES

8. Vacancies occurring during the fiscal year on the Board of Governors (including officers) shall be filled by election by two-thirds of all the members of the Board of Governors. The guidelines of Article VI and this Article concerning eligibility and Board composition shall apply to such elections. Persons so elected shall serve only until the following general election.

APPEAL

9. Any member may appeal such election by written request (endorsed by ten (10) members) to the Secretary within ten (10) day. This appeal shall be heard at a special meeting of the Club called for that purpose and a two-thirds vote of the members present shall be necessary to nullify the election in question.

ARTICLE VIII - GENERAL MEMBERSHIP MEETING

ANNUAL MEETINGS

1. The annual General meeting of the membership of the membership shall be held on the third Thursday in January of each year. The Commodore and Treasurer shall present annual operating reports of the finances and governance of the Club for ratification by the general membership.

SPECIAL MEETINGS

2. Special meetings shall be called by the Secretary on the order of the Commodore or upon written request to the Secretary by at least ten (10) percent of the Active Members.

QUORUM

3. A quorum shall consist of ten (10) per cent of the membership, exclusive of the members of the Board of Governors.

VOTING

4. Active Members, as defined in Article IV, 3 a, may vote at all general and special membership meetings.

ARTICLE IX—ANNUAL ELECTIONS

WHEN HELD

1. Elections of officers and other members of the Board of Governors shall be held at the annual meeting.

NOMINATIONS

2. The Board of Governors shall appoint a Nominating Committee for the succeeding year consisting of at least five (5) active members. The Nominating Committee shall select a candidate for the office of Commodore and Vice Commodore, and not more than two (2) candidates for the office of Rear Commodore and a field of candidates not exceeding two times the number of vacancies in the Board of Governors and shall post their recommendations on the Clubhouse bulletin board at least thirty (30) days prior to the annual meeting.
3. Any Active Member of the Club may make additional nominations from the floor at the annual meeting provided notice of his/her intentions to do so is delivered to the Nominating Committee in writing twenty-five (25) days before the annual meeting. The names of the persons so nominated shall be posted on the bulletin board in the Clubhouse immediately upon receipt by the Nominating Committee and shall be placed on the ballot.

NUMBER OF VOTES

4. A plurality of votes shall be necessary to elect any officer or member of the Board of Governors.

PROCEDURE

5. The Nominating Committee will be responsible for preparing the ballots and establishing procedures for the conduct of the election. The Commodore shall appoint tellers to distribute, collect and count the ballots and to report the vote.
6. Annual elections shall be by ballot with only Active Members, as defined in Article IV, 3 a, being eligible to attend and vote. Notice of the meeting, together with a ballot, shall be mailed at least fifteen (15) days prior to the annual election. The ballot form shall list all candidates for the officers' positions and for the Board of Governors openings, whether such candidates have been proposed by the Nominating Committee or by a member from the floor, and shall specify any proposed changes in the Bylaws as recommended by the Board of Governors. A vote for a candidate shall be indicated by a mark. In the event more than one (1) candidate is marked for the office of Commodore, Vice Commodore or Rear Commodore, the ballot shall be void for that office only. In Voting for Candidates for Board of Governors' openings, all nominated candidates are listed as a group at large and a member may vote for as many candidates as there are vacancies to fill. The three candidates receiving the highest number of votes will be elected to the three 3 year terms, and the candidate(s) with the next highest vote (s) will fill the other un-expired term(s), in order, longest term first. In the event a ballot is marked for more candidates than there are vacancies to be filled, that ballot shall be void as to all of those vacancies. The Notice

shall include a provision for the Secretary to receive sealed ballot envelopes from members and to thereby assume the presence of such members for quorum purposes. Each sealed envelope so received shall be signed and marked with the club number of the member.

7. This Article shall be posted on the Club bulletin board twenty (20) days prior to the election and the "PROCEDURE" paragraph of this Article must be printed on each ballot as a balloting guide.

TERMS OF OFFICE

8. The officers shall be elected to serve for one (1) year or until their successors are elected. Members of the Board of Governors shall be elected to serve from one (1) to three (3) years, as specified on the ballot or until their successors are elected. Terms of office shall begin on the first day of the month following the annual election.

ARTICLE X—FINANCES

FISCAL YEAR

1. The fiscal year shall end January 31 of each year.

AUDIT

2. The Board of Governors may order an audit as they deem necessary.

CLUB DEBT

3. No indebtedness shall be incurred on behalf of the Club unless an appropriation shall have been made. Therefore, established appropriations shall not be exceeded.

INITIATION FEE

4. The club initiation fee shall be \$1,500.00.

5. DUES AND MINIMUM EXPENDITURES

- a. Annual dues shall be \$800.00 per year and due on February First of each year or payable in installments at member's option. The number and amount of the payments would be set by the Board of Governors, with the understanding the member is obligated to pay dues for the full year, which shall be paid no later than December First of the fiscal year. Any minimum expenditure requirement imposed by the Board of Governors shall be limited to \$600.00 annually per couple or \$450.00 for a single member, due and payable monthly per member. Such minimum expenditures shall consist of beverage and food charges and no more than 50% of minimum Expenditures may be credited toward Ship's Store purchases (\$300.00 for Couples and \$225.00 for Single members). The Board of Governors may impose a monthly Maintenance Fee not to exceed \$10.00 for the purpose of sustaining the Club's operation throughout the entire year. This fee will be charged to all members, including life members. Changes of Dues and Minimum Expenditure requirement shall require a majority of votes cast by the general membership.
- b. Starting with the term completed in 2003, all active Past Commodores and their surviving spouses, who will have completed their final term on the Board of Governors as the Immediate Past Commodore, shall have the payment of dues waived for a period of five (5) years. Starting with the term beginning in 2005, the Rear Commodore, Vice Commodore, Commodore, and Immediate Past Commodore will have their dues waived during their terms. (Persons currently serving those offices may elect to have their dues waived without compromising their total of five years). They will retain their Active Member status and at the end of the period will again be responsible for the payment of dues.
- c. Starting with the term beginning February, 2005 the Commodore will receive a credit to his/her monthly statement of \$100.00 per month.

ASSESSMENTS

6. The Board of Governors shall have the right to assess each Active Member, including Life Members, an amount not to exceed \$50.00 per year. Such assessment shall be imposed only in the event of an unforeseen catastrophe or financial emergency.

LIMITS ON CAPITAL EXPENDITURES, INITIATION FEE, DUES,
MINIMUM EXPENDITURES AND ASSESSMENTS

7. The Board of Governors shall expend no more than \$50,000.00 for new capital assets in any administrative year. Any increase of capital expenditures, beyond said amount, as well as increases in initiation fees, annual dues, minimum expenditures and assessments beyond the amounts stated herein, shall require approval by a majority of the Club membership voting at a membership meeting.

MONTHLY BILLS

8. On or before the seventh day of the month, the Treasurer shall cause to be sent a bill to each member stating the amount of his/her indebtedness to the last day of the preceding month. The bill shall be due and payable upon receipt. Failure to pay the bill by the tenth day of the following month shall cause a member to be in arrears and such member's name and the amount due to be posted on the bulletin board in the Clubhouse. Any Member one (1) month in arrears in dues, assessments, minimum expenditure, or monthly bills shall forfeit his/her right to vote, and be refused all privileges of the Club.

DELINQUENT MEMBERS

9. Any Member two (2) months in arrears in dues, assessments or monthly bills shall be deemed delinquent. In such cases, the Board of Governors shall be empowered to suspend a member from membership, to forfeit his/her Club membership, or to suspend the collection of the debt, in accordance with their best judgment. However, a member remaining in arrears for three (3) months shall be automatically dropped from membership in the Club. Any member dropped from the Club rolls under this Article may regain his membership only under the provisions of the Bylaws covering admission of new members.

COMMITTEE FUNDS

10. The Board of Governors may establish funds for use by committees and the Fleet Captain. Such funds shall be administered under the following guidelines:
 - a. The Board of Governors shall establish a limit on the size of the fund.
 - b. Expenditures from the fund shall be limited to repairs, replacements, and direct operating expense. Other expenditures shall be approved by the Board of Governors on an item-by-item basis.

CAPITAL IMPROVEMENT FUND

11. There shall be established a Capital Improvement Fund (CIF). The purpose of this fund is to finance permanent improvements to the building and grounds; i.e., landscaping, additions, redecorating, etc., and to purchase depreciable fixtures. In general, an item exceeding \$500.00 in cost and designed to have a useful life over one (1) year shall be considered to be a capital improvement. The fund shall be administered in accordance with the following:
 - a. Seventy percent (70%) of each initiation fee shall be deposited to the Capital Improvement Fund (CIF);
 - b. All funded depreciation shall be credited to the CIF;
 - c. Expenditures from the CIF shall be by majority vote of the Board of Governors following guidelines established by the Finance Committee;
 - d. From time to time, the Board of Governors by majority vote may deposit additional funds to the CIF. All donations not otherwise specifically designated by the donor shall be deposited to the CIF;
 - e. Under no circumstances shall the CIF be used for operating funds or to otherwise finance operating losses or excess expenditures not deemed to be capital improvements.

ARTICLE XI—DISCIPLINE

COMPLAINT AGAINST MEMBER

1. Any member(s) having a complaint to make against any other member(s) for an infraction of the laws of the Club, or for conduct prejudicial to the welfare of the Club, shall report the same in

writing to the Board of Governors, setting forth the facts of the case, together with the names of witnesses.

BOARD ACTION

2. After receiving such complaint, the Board of Governors shall meet to investigate the situation. The party or parties charged with the offense shall receive at least five (5) days notice of the meeting and may be heard in their own defense before the Board of Governors. If the party or parties charged with the offense fail to appear before the Board of Governors, all further rights of appeal as herein provided shall be deemed to have been waived.
3. The Board of Governors shall have the power to suspend or expel a member or impose other penalty.

APPEALS

4. An appeal to the Club may be taken from the decision of the Board of Governors within ten (10) days after it has been rendered, by serving notice upon the Secretary of the Club. In the case of an appeal, it shall be heard at a special meeting of the Club membership called for that purpose, and a two-thirds vote of the members present shall be necessary to reverse the decision of the Board.

RESULTS

5. In either case (i.e., an un-appealed Board decision or a Board decision followed by appeal proceedings) a summary of the results shall be prepared by the Board and filed with the Club Secretary, who shall notify the parties involved.

ARTICLE XII—COMMITTEES

1. All committees are reportable and accountable to the Board of Governors. Committee Members will be selected and serve in accordance with Article IV Sec 1., the term “member”, as referred to in this Article XII will include Active Members, Spouses, and Significant Others. All committee un-budgeted expenditures must have prior approval from the Board of Governors and the Finance Committee. Any un-budgeted purchases made without such approval will be the responsibility of the person making the purchase.

FINANCE COMMITTEE

2. The Commodore shall, with the approval of the Board of Governors, appoint a Finance Committee composed of the Vice Commodore, Immediate Past Commodore, Treasurer and at least two (2) additional members. The Club Manager shall serve as an ex-officio member. Such Committee shall advise the Board of Governors in all matters financial, maintaining a continuous review of the Club’s financial status, including leases and service contracts and shall recommend measures to maintain the fiscal health of the Club. This committee shall also prepare a budget for submission to the Board of Governors for approval on or before the Board’s March Meeting.

HOUSE COMMITTEE

3. The House Committee appointed by the Commodore shall consist of the Rear Commodore and at least five (5) Active Members. The Club Manager shall serve as an ex-officio member. The care and maintenance of the Clubhouse shall be the responsibility of this Committee in cooperation with the Finance Committee. It shall also receive complaints, redress grievances and enforce all rules for the use of the Clubhouse and grounds and for the conduct of all persons therein. The House Rules shall be published annually and posted in the Club.

ENTERTAINMENT COMMITTEE

4. The Entertainment Committee, appointed by the Commodore, shall consist of at least five (5) Active Members or their spouses. The Entertainment Committee shall have the responsibility over

all Club entertainment (in cooperation with the Club Manager and Fleet Captain). It shall determine the number, types of affairs and make all necessary arrangements to conduct them.

MEMBERSHIP COMMITTEE

5. The Membership Committee, appointed by the Commodore, shall consist of at least five (5) Active Members. At least one (1) member, but not more than two (2), shall be from the Board of Governors. The Membership Committee shall be responsible for all matters concerning processing applications for membership in the Club, as detailed in Article V, herein.

BYLAWS COMMITTEE

6. The Bylaws Committee, appointed by the Commodore, shall consist of at least five (5) Active Members, at least one (1) of whom shall be from the Board of Governors. The Bylaws Committee shall consider all recommendations made relative to changing the Club Bylaws. The Bylaws Committee shall from time to time report to the Board of Governors the feasibility of proposed changes and may make its own recommendations. If the need should arise for clarification or interpretation of current Bylaws, it shall be the duty of the Bylaws Committee to consider the matter and render an interpretation or decision to the Board of Governors in the form of a written opinion.

PUBLICATIONS COMMITTEE

7. The Publications Committee, appointed by the Commodore, shall consist of Active Members and/or Active Members' spouses. The Publication Committee shall have the responsibility for all Club publications. It shall determine the type(s), the frequency of issue and make recommendations to the Board of Governors concerning funding arrangements.

LONG-RANGE PLANNING AND PRIORITY COMMITTEE

8. This committee shall consist of the Rear Commodore, (the Club Manager shall be an ex-officio member) and six (6) members who shall be appointed for three (3) year terms (the first appointments shall be, two (2) for three (3) years, two (2) for two (2) years, two (2) for one (1) year. These six (6) members will be appointed by the Board of Governors. In the event a vacancy occurs, the Board of Governors will appoint a member to fill the remaining term caused by the vacancy.

DUTIES

- a. The duties of this Committee shall be:
 - (1) Provide the security of a continuing place of operation for the use of the members of the Marathon Yacht Club.
 - (2) Provide the Board of Governors with a ten (10) year plan of operational, expansional and/or acquisitional needs of the members of the Club with a prioritized plan for the implementation of these needs.

PORT COMMITTEE

9. The Port Committee, appointed by the Commodore, shall consist of at least five (5) Active Members, including the Vice Commodore. This Committee shall establish practices and procedures applicable to the operation of the Port including but not restricted to, the handling and docking of all vessels. The Committee shall also be responsible for preparing a budget, supervising and maintaining the docks, promoting use of the docks, future Port planning, recommending to the Board of Governors proposed changes of rates and procedures, and reviewing of the harbor lease.

SPECIAL COMMITTEES (AD HOC)

10. Upon recommendation by the Board of Governors or a member, Special Committees may be appointed by the Commodore as deemed necessary to carry on the work of the Club. The Commodore shall be ex-officio member of all committees except the Nominating Committee.

INSURANCE COMMITTEE

11. The Insurance Committee, to be composed of the Treasurer, who shall be chairperson, one member of the house committee, one member of the finance committee and at least two other

members appointed by the Treasurer. The Insurance committee shall review all insurance programs and file a report with the Board of Governors before the Board of Governors meeting in June of each year. The committee shall investigate, select and purchase all the club's insurance. Any overages that will exceed the committee's budget must have prior review by the finance committee and approval of the Board of Governors. The committee shall continue to monitor the club's various insurance programs throughout the year with regard to new laws, regulations, coverage, claims and notices of proposed rate increases.

ARTICLE XIII-MARATHON YACHT CLUB AUXILIARY

The Marathon Yacht Club Auxiliary (MYC Auxiliary), shall operate with approval from the Board of Governors. The Auxiliary By Laws, procedures, fund raising activities, and expenditures must be approved by the Board of Governors. The Auxiliary will elect its own Officers, maintain its own bank account and report its activities and finances to the Board of Governors at their monthly meeting. The Auxiliary membership will be open to all members in good standing, a spouse, or significant other.

ARTICLE XIV -PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

ARTICLE XV—AMENDMENTS

Except as provided in Article X, Section G, which requires a simple majority of votes cast at a General or Special Meeting for changes in Initiation Fees, Dues and Minimum Expenditures: Upon recommendation by the Board of Governors, the Club Bylaws may be amended, in whole or in part, by resolution adopted by the affirmative vote of two thirds of the membership attending a General or Special meeting in person or by two-thirds of ballots cast at any meeting of the membership, provided that both the notice of the meeting and copies of the proposed amendment(s) have been posted on the bulletin board of the Clubhouse and mailed to each member at least fifteen (15) days before such meeting and stating that the amendment(s) will be moved for adoption at a stated time and place.

