



Warwick Yacht
&
Country Club, Inc.

Bylaws

Revised 2013

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BYLAWS
OF
WARWICK YACHT AND COUNTRY CLUB, INC.

Article I

Name

The corporate name of this club is Warwick Yacht and Country Club, Inc., herein referred to as “Club”.

Article II

Purpose

The purpose of this club is to provide yachting, open - air and indoor games and sports, and facilities and conveniences for the social interaction and entertainment of its members.

Article III

Seal

The corporate seal of the Club shall consist of two concentric circles, between the outer and inner edges of which shall appear the name “Warwick Yacht and Country Club, Inc.”, and within the inner circle of which shall be the word “Seal”.

Article IV

Membership

Section 1. Classes of Membership

A. The membership of the Club shall consist of the following classes of membership:

- (1) Full Resident Member, Class A. Such member shall consist of a person who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is an owner of two shares of the capital stock of the corporation. This class has no geographical area of limitation. Under this class, both husband and wife of a married couple are equally Class A members, and each may be issued a share of stock.

(2) Single Membership with Dependents, Class D. Such membership shall consist of a single (one) member with dependents who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is an owner of one share of the capital stock of the corporation. This class has no geographical area of limitation.

(3) Honorary Member, Class E. Such a member shall consist of a person nominated by the Board of Directors and elected to such honorary membership by the general membership at an annual meeting. Such person shall not be required to own stock.

(4) Military Member, Class F. Such member shall consist of a person who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is a member of the Armed Forces and on active duty in Virginia. Such person shall not be required to own stock.

(5) Inactive Member, Class H. Such member shall consist of a person who has heretofore been a member in good standing for a period of not less than three years and who has in writing petitioned the Board of an inactive resident membership classification for period of not less than twelve (12) months. The Board may, at its discretion grant inactive membership to such member and subject further to the following:

- a) Only one such period of inactive membership shall be granted to any member.
- b) During the inactive period, such member shall have no club membership privileges.
- c) No inactive member shall be permitted to retain or lease a slip during inactive period.

(6) Junior Family Membership, Class I. Such membership shall consist of persons age 21 - 35 holding stock, who is duly elected to the membership by the Board of Directors in accordance with the procedures herein established. This class has no geographical area of limitation.

(7) Junior Membership, Class J. Such membership shall consist of a person (one) age 21 - 35, holding stock, without dependents who is duly elected to the membership by the Board of Directors in accordance with the procedures herein established. This class has no geographical area of limitation.

(8) Senior Member, Class R. Such member shall consist of a person who is at least 65 years of age and has previously been a Class A or Class S member for no less than ten (10) years. The member shall retain the same number of shares of stock as previously owned

(9) Single Member, Class S. Such member shall consist of a person (one) who is duly elected to membership by the Board of Directors in accordance with the procedures herein established and who is unmarried without dependents. Such person shall own one share of stock.

(10) Special Membership, Class Z. Such member shall consist of a person who is offered membership on a special basis and who has the same privileges as a regular Class A member but cannot vote, hold office or chair a committee. The terms and conditions of each Special Membership shall be approved by the Board of Directors.

Section 2. Eligibility for Membership

- A. Any person who has reached the age of 21 years may apply for membership.
- B. Upon attaining the age of 65 years, any past or current member who was previously a member in good standing for no less than ten (10) years may apply for membership under Class R.

Section 3. Application for Membership

- A. An application for membership shall be submitted in writing to the Secretary, upon an application form approved by the Board of Directors.
- B. The Secretary shall forward the application electronically to the Membership Committee for review and recommendation to the Board of Directors.
- C. The name of the applicant shall be posted on the official bulletin board in the club house for a period of one (1) week.
- D. If the application is disapproved by the membership committee, or if there is a negative response from the posting of the application on the official bulletin board, then the application shall be considered at the Board of Directors' next regular meeting.
- E. The negative vote of two (2) members of the Board of Directors shall be sufficient to exclude any applicant from membership. Thereafter, the name of the applicant shall not be considered again within a period of one (1) year.
- F. Upon the request of any member of the Board of Directors, the Chairman shall order a secret ballot taken upon the name of any person before the membership.
- G. An application for membership may be approved by the Board of Directors prior to the one (1) week posting period and receiving the approval from the club members based on the posting of the application on the bulletin board. In the event that the Membership Committee can not approve, or there is a negative

feedback from the posting, then the Board shall re-evaluate the application at the next Board meeting.

- H. During the posting period, in the event that any member, for any reason, disapproves of an applicant, the member may, in writing, communicate his/her disapproval to the Secretary of the Board of Directors.
- I. If the Secretary of the Board of Directors receives any objection from any member during the one (1) week posting period, any prior action of the Board of Directors representing “approval subject to posting” shall NOT constitute acceptance of such person by the Board of Directors, and the Board shall reconsider the application at the next regular or special meeting.
- J. A person elected to membership shall be billed for the first month’s dues in advance on the first day of the month following the effective date of such approval by the Board of Directors, and the application, if all stock charges and initiation fees have been paid, shall be a member effective the first day of the month following approval.

Section 4. Limitations on Membership

- A. The Board of Directors may, at its discretion, use the classification “Special Membership, Class Z”, to apply such terms and conditions as it deems appropriate.

Section 5. Privileges and Responsibilities of Membership

- A. The privileges of membership vary according to the classification of membership held and are limited or restricted as follows:
 - (1) VOTING. All current, active members in good standing holding stock in the Warwick Yacht and Country Club, Inc. shall be entitled to one vote for each share of stock held, on each matter submitted to vote at any Annual or Special Meeting of the stockholders.
 - (2) HOLDING OFFICE. All current, active members in good standing with the exception of Class Z are eligible to hold any Board position.
 - (3) RENTING SLIPS. All full time members in good standing, may rent slips on a first come first serve basis. However, special Class Z membership slip rentals must be approved by the Board of directors.
 - (4) USE OF CLUB FACILITIES. Subject to such rules, regulations and assessments as may be imposed by the Board of Directors, the use of Club facilities, including the lounge, dining room, pool, ramp, tennis courts, shall be extended to all active members. The use of facilities, unless otherwise restricted, is

further extended to children of Club members who are dependent upon such member, who reside in the member's household, and who are under the age of 26 years of age, and to the parents of such members who reside in the member's household. Married children and their spouses residing in the household of a member or elsewhere are not extended Club privileges.

- B. Death of a Member. In the event of the death of a member, upon request of the spouse, the membership may be transferred to such spouse, provided:
 - (1) Stock was bequeathed to the spouse, or the spouse is entitled to the stock by interstate succession.
 - (2) The executor or administrator endorses the stock.
 - (3) Copy of will , if any, or an affidavit of entitlement as sole heir, if by intestacy, and qualification certificate are furnished the secretary.
- C. Divorce of a Member. In the event of divorce, both owners of stock shall continue to have Club privileges, and Class A dues shall continue to be paid until the divorce is final. A spouse after divorce, may petition the Club for transfer to single (Class D or S) membership when the divorce becomes final. Upon notification of final decree of divorce the club will bifurcate Class A into two (2) separate accounts to be billed individually to each person.
- D. Responsibility for Charges. A member shall be responsible for all charges made or incurred by a spouse, former spouse, dependents, and guests unless, prior to such charges being made, the Club is notified in writing that such charges will not be the responsibility of said member. In this case, charging privileges will be denied.
- E. Change in Marital Status or Dependency. A member is responsible for advising the Club of any change in his/her marital status, any change in marital status of his/her children or any change in dependency or age that would affect the privileges granted to any person to use Club facilities.

Section 6. Shares of Stock and Certificates

- A. Each holder of the capital stock of the Club shall be entitled to a certificate or certificates, when fully paid, under the corporate seal of the Club and signed by the Commodore or Vice Commodore and by the Secretary, showing the amount of stock in the Club owned by him/her. When two (2) shares of stock are required for membership in a full-member class, one may be in the name of each spouse, if so desired, or both shares may be in the name of the husband or wife.
- B. No transfer of the stock of the Club shall be recognized or allowed except by transfer by the holder thereof, in person, or by his duly authorized attorney or duly appointed executor of the holders estate, and upon the payment of all dues

and other charges owing by the holder and the surrender of the certificate or certificates of stock.

- C. Only current, active members in good standing are permitted to vote.
- D. The sale of, or an agreement for the sale of, the stock of a member without the prior consent of the Board of Directors shall automatically deprive such member of the use and privileges of membership, but such member, until he/she has resigned and such resignation has been acted upon by the Board of Directors at the appropriate time, shall continue to be liable for his/her dues and charges.
- E. Retention of stock by a resigned member or the acquisition of stock by a nonmember of the Club shall in no case confer upon or entitle such person to membership in or to the use and privileges of the Club.
- F. Stock returned to the Club by a resigned member, with the same properly endorsed, shall be retired in chronological order as requests for new stocks are received. The amount representing the initial purchase price of the stock, less an outstanding indebtedness to the Club, shall be refunded to the resigned member when the stock is retired.

Section 7. Dues, Fees, and Collections

- A. The amount of rental charges for slips, pool, or clubhouse and the amount charged for initiation fees and dues shall be fixed by the Board of Directors.
- B. The Board of Directors shall pass suitable rules and regulations to enforce the collection of dues, charges, and other indebtedness to the Club by its members, and shall prescribe penalties for nonpayment thereof.
- C. All classes of Club members and their guests desiring to participate in the athletic features shall pay, in addition to the regular Club dues, fee as may be fixed by the Board of Directors from time to time.
- D. In case of nonpayment of such additional fees, a member shall be subject to the same penalties as provided for nonpayment of regular dues.

Section 8. Good Standing

- A. A member is considered to be in good standing that meets all of his/her obligations to the Club under the established bylaws and standing rules. Good standing is negated by actions as covered under Section 10 of this article that include:
 - (1) Nonpayment of dues, fees and charges
 - (2) Offensive/inappropriate behavior on Club property
 - (3) Violation of Club rules

- B. A member is considered to be “current” and “active” if they are currently paying dues to the club on a monthly basis and the member is not behind on said dues.

Section 9. Nonpayment of Dues, Assessments and Charges

- A. When the dues, assessment, or charges of any member constituting an indebtedness to the Club shall remain unpaid (30) thirty days after the bill is mailed during the ordinary course of business, the bookkeeper shall notify such person that his/her privileges at the club will be suspended, and his/her name may be placed on the club bulletin board with the amount owed to the club unless the amount due and owing is paid within five (5) days. This five (5) day period shall hereinafter be referred to as the (“Five Day Notice Period”).
- B. Following the Five Day Notice Period, the Treasurer may post the names and amounts owed to the club of delinquent members.
- C. In the event the club member does not bring his/her account current during the Five Day Notice Period, the Board of Directors may, without further notice to said member, suspend said member from further use of any and all of the Club’s facilities. The Board of Directors may establish a protocol that makes this an automated task supervised by a management level employee of the Club.
- D. At any time after such suspension, the Board of Directors may, at its discretion, take action to expel said member in accordance with Article IV, Section 10.

Section 10. Discipline, Suspension or Expulsion

- A. For the infraction or violation of the bylaws of the Club or the rules pertaining to the yachting facilities, house or grounds, pool or tennis courts duly adopted by the Board of Directors, or any act or conduct deemed by the Board of Directors to be disorderly, injurious, or hostile to the good order, welfare or discipline of the Club, a member may be suspended or expelled by action of the Board of Directors.
- B. Upon Receipt of a complaint involving the conduct of any member, or of the dependents or guests of any member, contrary to the good order, welfare and discipline of the Club, the Commodore or Vice Commodore, with or without the occurrence of the Board of Directors, may send or may direct the Secretary to send, a written notice to such affected member, advising that the same shall be considered by the Board of Directors at a regular or special meeting, giving the time and place of said meeting, a general statement of the nature of the complaint, and a statement to the effect that such person shall appear before the Board at the time and place indicated, at which time such member shall have an opportunity to explain his/her conduct or action.
- C. At any Board meeting, either special or regular, for the purposes of this section, the Chair may proceed as follows:

(1) The Chair may orally advise the member whose conduct is in question of the nature of the complaint, or the Chair may read a written complaint submitted by a member by the manager, or by an employee of the Club.

(2) The person whose conduct is in question shall be given an opportunity to state his/her position in the matter and to be present for the hearing of all testimony involved in said matter.

(3) Upon the conclusion of all testimony relating to the matter, the Chair may take the following action:

a) Continue the hearing to another date agreeable to the person whose conduct is in question, for additional testimony or evidence.

b) Excuse all persons except Board members, at which time the matter will then be discussed.

(4) Following such discussion, the Chair shall, by motion, submit the question to a vote by the Board, as to whether or not the member is or is not guilty of misconduct.

(5) Upon the majority vote of the Board members that such accused person is, in fact, guilty of misconduct, the Board shall determine whether such person shall be suspended from the Club and the duration thereof, as applicable, or whether such person shall be expelled from the club.

D. If a member is expelled by the Board of Directors or suspended for a period of more than six (6) months, said person may appeal such action to the general membership as follows:

(1) Said person may address a written appeal to the Board of Directors, subscribed by twenty (20) members.

(2) Upon receipt of such appeal, the Commodore shall issue a call for a Special Meeting of the membership within sixty (60) days of receipt of the appeal.

(3) The Secretary shall provide all members with a ten (10) day notice of such meeting and the purpose for which the meeting is called.

(4) The involved person shall be afforded an opportunity to state his/her account of the matter, or may decline to make a statement.

(5) Persons familiar with the matter or witnesses may give their account to the membership.

- (6) Following all testimony, the involved person and any nonmember witnesses, and all persons other than Club members, shall be asked to leave, and the membership shall then make such motions as it deems appropriate. Pending such appeal, the involved person, if suspended by the Board of Directors, shall continue to pay all dues and assessments during this period of suspension.
- E. Any member suspended by the action of the Board of Directors for any infraction of the bylaws or rules duly passed and promulgated by the Board of Directors must continue with his/her dues during the the period of such suspension.
- F. A member expelled by the Board of Directors for any infraction of the bylaws or otherwise shall not be extended any privileges or access to the Club properties whatsoever in his own right, as a member of any organization permitted to use the Club, or as a guest of any member. However, after two (2) years, such person may apply to the Secretary in writing for reinstatement.
- G. If an expelled member has retained his/her stock during such period of expulsion, and if such person's petition for reinstatement is accepted, no further initiation fees shall be required.
- H. If an expelled member tenders his/her stock for refund in accordance with Article IV, Section 6, and thereafter applies for reinstatement, such person shall be required to submit a new application for membership, and shall make such stock purchases and pay such initiation fees as applicable.

Section 11. Resignations

- A. A member desiring to resign from the Club shall request such resignation in writing addressed to the Secretary.
- B. The Board of Directors, for good cause shown, may waive the requirement of such request to be in writing.
- C. At the next regular meeting of the Board of Directors, the Secretary shall present to the Board any resignation requested, together with the statement of indebtedness of such member to the Club, at which time the board may act either to accept or to reject such requested resignation, setting conditions to be met in paying final indebtedness.
- D. For disposition of stock, see Article IV, Section 6.
- E. Any member who resigns in good standing may thereafter make new application for membership, but must pay the initiation fee then effective and purchase stock, unless such person has retained his/her stock. Application must be in the same form and processed as any new application for membership.

Article V

OFFICERS AND DIRECTORS

Section 1. Officers

- A. Description. The officers of the Club shall be the Commodore (President), Vice Commodore (Vice President), Secretary, and Treasurer.
- B. Terms of Office
- (1) The Commodore and Vice Commodore shall be elected for a term of one year or until their successors have been elected. They shall be eligible for reelection for only one more consecutive year. At the completion of his/her term of office, the Commodore shall become an ex officio member of the Board of Directors for one (1) year.
- (2) The Secretary and Treasurer shall be elected for a term of one (1) year or until their successors have been elected. They shall be eligible for reelection.
- C. Duties
- (1) Commodore. The Commodore shall be charged with the following duties and obligations:
- a) Shall preside at all meetings of the Club and the Board of Directors.
 - b) Shall have the power to call a special meeting of the Club and of the Board of Directors at his/her discretion, and shall have the duty to call a meeting of the Club at any time upon the written request of twenty (20) active members, and of the Board of directors upon the written request of four (4) Board members.
 - c) May be ex officio member of all committees of the Club and in the event of a tie, cast the deciding vote at a committee meeting.
 - d) Is authorized to use his/her best discretion in the interest of the Club on any matters not otherwise covered by these bylaws or rules and regulations, but shall advise the Board at its next regular meeting of such action.

e) May appoint the chairs for all standing and special committees of the Club as deemed necessary.

(2) Vice Commodore. The Vice commodore shall be charged with the following duties and obligations:

a) Shall perform all the duties of the Commodore in the Commodore's absence or disability.

b) Shall organize and edit the Annual Report of the Club for distribution at the Annual Membership Meeting.

c) Shall chair the finance committee.

(3) Secretary. The Secretary shall be charged with the following duties and obligations:

a) Shall keep minutes of all meetings of the Club and the Board of Directors, and report same at the next meeting.

b) Shall keep a correct roll of membership, and shall post the names of all committees and all notices upon the bulletin board in the clubhouse.

c) Shall have charge of the seal of the Club and all records not especially belonging to other officers.

d) Shall maintain and keep current all stock records.

e) Shall send all such notices as are required to be given, and perform such other duties as may from time to time be assigned to him/her by the Board of Directors.

(4) Treasurer. The Treasurer shall be charged with the following duties and obligations:

a) Shall be the custodian of all money, funds and securities of the Club, and shall oversee that same are deposited in any bank or banks designed by the Board of Directors, to the credit of the Club.

b) Shall oversee the operational expenditures of the Club and any expenditures approved or authorized by the Board of Directors. Shall make a full report in writing to the Club at the Annual Membership

Meeting, at all regular Board of Directors meetings or whenever requested by the Board of Directors.

c) Shall oversee all collections due the Club, oversee all payments by check signed by himself/herself or such other officer designated by the Board of Directors, and oversee the credit of all receipts and payments to the proper accounts.

d) Shall oversee the credits of all yearly appropriations to the respective committees authorized by the Board of Directors, oversee the payment of all bills properly approved by the chair of each committee, not in excess of appropriation, or by such person designated by the respective chair to act for him/her; oversee payments or disbursements as the Board shall direct; and oversee that all vouchers, papers, and documents with respect to Club are filed and preserved.

e) Shall ensure that all accounts and financial records are available at any time for inspection by the Board of Directors and the Finance Committee or any member thereof. Shall ensure that the financial records are audited at least once a year.

f) Shall turn over to his/her successor all cash, securities, books, vouchers, documents, and papers pertaining to the Treasure's office.

g) If directed by the Board of Directors, shall give bond for the faithful performance of his/her duties, the expense of same to be borne by the Club.

Section 2. Directors

- A. Description. The Directors of the Club shall be six (6) members either elected by the voting membership or, to fill a vacancy, elected by the Board of Directors.
- B. Term of Office. The term of office for a Director of the Club shall be three (3) years. To provide a stagger in the terms of Directors, two Directors shall be elected at each Annual Membership Meeting for a term of three (3) years, and shall not be eligible for reelection until one (1) Club year shall have elapsed after the expiration of their terms.

Section 3. Nomination of Officers and Directors

- A. The Officers and Directors shall be nominated for election at the Annual Membership Meeting of the Club, or at a Special General Membership

Meeting called for this purpose upon ten (10) days prior written notice given to all members by the Secretary or by someone designated for this purpose by the Commodore or Board of Directors.

- B. There shall be a Nominating Committee which shall nominate candidates for Commodore, Vice Commodore, Secretary and Treasurer and for vacancies on the Board of Directors to be filled at the Annual Membership Meeting of the Club.
- C. The Nominating Committee shall consist of five (5) members, three (3) of whom are to be elected by ballot at the Annual Meeting by a plurality vote and two (2) of whom are to be elected by the Board of directors by its meeting in September.
- D. The Nominating Committee shall post its nominations on the official Club bulletin board and disseminate electronically to the membership, at least five (5) weeks before the Annual Meeting.
- E. Any ten (10) members may nominate other candidates for such vacancies by filing the names of such candidates with the Secretary at least three (3) weeks before the Annual Meeting, and the Secretary shall post the names received by him/her.
- F. No person shall be eligible for election unless he/she has been nominated and posted as aforesaid. However if a nominee for office withdraws his/her name, or for any cause becomes unavailable for election to the office to which he/she has been nominated, the Nominating Committee shall at any time prior to the Annual Meeting nominate to such office any member eligible to fill the same, or nomination for the office may be made from the floor at the Annual Meeting.

Section 4. Preparation of Ballot and Election Procedure

- A. The Secretary shall prepare a list of the names of those persons duly nominated in accordance with Article V, Section 3, in the notice for the Annual Meeting of the membership. Such list shall show the office, followed by the names of persons nominated for such office in alphabetical order based upon the surname of such persons. The Secretary shall not indicate the source of such nomination or the manner of such nomination of such candidate in any manner whatsoever. He/she shall report to the Club at the Annual Meeting, prior to election of officers, the names of all candidates nominated and shall furnish the members with printed ballots.
- B. The Chair of the Annual Meeting shall appoint not less than three (3) tellers, but as many of others as deemed advisable, to ascertain if a quorum is present and to conduct the election of Officers and Directors.

- C. Separate ballots shall be required for election of each Officer and Director. A majority of all votes cast shall be necessary to elect. If there is no election on the first ballot for each Officer or Director, choice shall be made on another ballot between the two (2) candidates receiving the highest number of votes on the first ballot.
- D. In case but one (1) person is nominated for any vacancy, the ballot, on motion, may be dispensed with and the person elected by acclamation.

Section 5. Board of Directors

- A. Composition. The Board of Directors shall be composed of the Officers of the Club, (Commodore, Vice Commodore, Secretary and Treasurer) and six (6) Directors, with the immediate past Commodore as ex officio member and having a vote equal to any other Board Member.
- B. Meetings.
 - (1) Regular. The Board of Directors shall hold regular meetings monthly, at least one (1) in each month, at a time and place designated by the Commodore, after due notice of such time and place of meeting has been sent to each member of the Board.
 - (2) Special. A special meeting of the Board may be called at any by the Commodore, and shall be called upon the written request of four (4) members of the Board upon five (5) days notice of the time, place and purpose of such meeting being sent to each member of the Board.
 - (3) Quorum. Not less than five (5) members shall constitute a quorum, provided, however, that the votes of at least six (6) members shall be required for establishing or altering the rules/regulations; for fixing the limit of membership; of recommending to the Club changes or amendments to the bylaws; for the removal of the whole or any member of any committee; or for the suspension or expulsion of any member, as provided for elsewhere in these bylaws.
 - (4) Director Attendance. Any Director absenting himself/herself from three successive regular meetings of the Board without sufficient and satisfactory reasons may be dropped from the Board at its discretion, and another may be elected by the Board to fill the vacancy caused thereby until the next Annual Meeting, when such vacancy shall be filled by election by the general membership for any unexpired term.

(5) Membership Attendance. Active members may attend regular Board meetings but may address the Board only if a request is made to the Commodore or Secretary at least twenty four (24) hours before the scheduled Board meeting.

Section 6. Vacancy of Officer of Director

- A. A vacancy occurring in any Office of the Club or in a Director position shall be filled by election by the Board of Directors. Such person elected by the Board shall serve until the next Annual Meeting of the membership, at which time such person serving the interim position shall be eligible for election to fill the unexpired term, to fill a vacant position for a full term, or to fill any other office.

Section 7. Removal of Officer or Director

- A. The voting membership of the Club shall have the power, at a special meeting called for this purpose, with ten (10) days notice to the membership, to remove by majority vote of all those eligible to vote, either in person or by proxy, any Officer or Director, and to elect another in his/her stead.

Article VI

Control and Management of the Club

Section 1. General Supervision by Board of Directors

- A. The Officers and Directors, comprising the Board of Directors, shall exercise general supervision over and have full power to manage and regulate the affairs of the Club, including the full charge of all properties of the Club and the control and disposition of its funds, and shall have the authority to execute all necessary notes, bonds, bond extensions, and contracts except as pertain to the acquiring, mortgaging, or disposing of real estate owned by the Club, unless authorized by the voting membership in accordance with Article VII. The Board is further authorized to establish rules and regulations for the governing of the Club and its activities or facilities; to elect members to the Club; to suspend or expel members from the use of any or all Club facilities; to enforce established rules and regulations; and to do such other acts or things as, at its discretion, it may deem desirable, necessary, or expedient for the welfare of the Club.

Section 2. Delegated Responsibilities

- A. The board of Directors may transact the business of the Club through a Manager, to be hired by the Board of Directors, and through such committees as it may deem necessary.

Section 3. Standing Committees

A. Appointment of Committees

(1) For the effective administration of the Club, the Commodore, with the advice and consent of the Board of Directors may appoint such committees as deemed necessary with the following as standing committees: Finance, Grounds, House, Junior Sailing, Membership, New Members & Marketing, Piers, Docks & Slip Assignments, Pool, Social, Tennis, Swim Team, and Youth Committees.

(2) Not later than the second meeting of the Board of Directors following the Annual Meeting of the club, the commodore shall present to the Board a list of the names of the committee chairs appointed by the Commodore for the forthcoming year, subject to the approval of the Board.

(3) If the Board, by majority vote, disapproves of any committee chair as presented by the Commodore, the Commodore shall then make other appointments as may be necessary to meet with the consent of the Board.

(4) If a committee chair is appointed, it is understood that such chair shall select from the membership such persons as he/she desires to work on said committee.

(5) All committees shall be appointed for a term of one (1) Club year or until their successors are appointed.

(6) The Board of Directors shall at all times have the power to remove the whole or any member of any committee, as in its judgement may be wise, and to fill vacancies thereby created.

(7) Committees are specifically authorized to vote on issues electronically, but may establish their own protocols for voting at the time their committee is formed.

B. Standing Committees and Their Duties

(1) Finance Committee. The chair of the Finance Committee shall be the Vice Commodore and six (6) members appointed by the Commodore with the approval of the Board. At least four (4) of the six (6) members shall be other than Board members. The Treasurer shall serve as ex officio member of the committee at the direction of the Board. The duties of the finance committee shall be:

- a) Prepare and recommend the budget to the Board of Directors
- b) Review and recommend to the board all bids and contracts in excess of \$2,500.00
- c) Review and recommend insurance as required.
- d) Study and advise the Board on matters concerning the financial structure of the Club.
- e) Investigate and report to the Board on the status of all tax obligations and requirements.
- f) Supervise the Treasure's actions.
- g) Approve the bookkeeping procedures and recommend to the Board the employment of bookkeeper(s) and auditor(s).
- h) Act on any other financial matters as may be directed by the Board.

(2) Grounds Committee. The duties of the Grounds Committee shall be:

- a) Develop and implement a program of Club beautification.
- b) Maintain all grass areas, roads, walkways, and develop plans for further improvement.
- c) Concern itself with all drainage and sewage problems.
- d) Obtain and place fill dirt wherever necessary.
- e) Submit budgetary needs to the Finance Committee as requested.

(3) House Committee. The duties of the House Committee shall be:

- a) Assist the Manager in matter of policy affecting service, employment of personnel, salaries, and of other staff and personnel problems.
- b) Ensure proper decorum is maintained within the clubhouse at all times.
- c) Recommend to the Board such rules/regulations as it deems necessary for house activities.

- d) Assist the Manger in matters involving physical needs, such as equipment and furnishings, with suitable recommendations to the Board.
- e) Ensure that the physical condition of the clubhouse and snack bar is maintained in good order, to include painting, repairs, and improvements.
- f) Recommend to the Manger the hours of operation of the lounge, dining room, special event, etc..
- g) Submit budgetary needs to the Finance Committee as requested.

(4) Junior Sailing Committee. The duties of the Junior Sailing Committee shall be:

- a) Conduct a junior sailing program providing for the education and rating of junior sailors.
- b) Submit budgetary needs to the Finance Committee for funds for instructor salaries, equipment, and other expenses related to the junior sailing program.
- c) Assist and advise the Manager in hiring instructors, with recommendations as to salaries.
- d) By the March Board meeting each year, submit program agenda to the Board of Directors for approval.

(5) Membership. The Membership Committee shall consist of five (5) members appointed by the Commodore. The duties of the Membership Committee shall be:

- a) Receive from the Secretary the application of a person for membership in the Club, and conduct an investigation of such person and make inquiries as it deems necessary to ascertain whether or not the approval of such person for membership would be in the best interest of the Club.
- b) Thereafter, make its report or recommendation to the Board of Directors as to approval of the application.
- c) For an application upon which the committee is unable to make a decision or which it deems not in the best interest of the Club to approve, report to the Secretary of the Board of Directors for such further action on the application as the Board may deem necessary.

(6) New Members & Marketing. The duties of the New Members and Marketing Committee shall be:

- a) Obtain directions from the board as to the number of new members desired and availability of openings in each class. Develop and carry forth a program, with Board approval, for acquiring the new members.
- b) Actively solicit persons for membership who would be an asset and credit to the Club. Make such recommendations to the Board as it believes will help in acquiring new members.
- c) Secure for each new member a Membership Kit, to include membership card, copy of the bylaws and rules, and decals for vehicles.
- d) Submit budgetary needs to the Finance Committee as requested.

(7) Piers, Docks and Slip Assignment. The duties of the Piers, Docks and Slip Assignment Committee shall be:

- a) Make an annual survey of all docks, piers, slips, pilings, and boat sheds and provide to the board a written report of such survey, including observations and recommendations as to the physical condition of piers docks and slips with particular attention to such pilings as may require replacement boards and supports that need repair, slips that need dredging and the extent of filling noted in others.
- b) Maintain a roster of boat owners, to include boat descriptions, locations and any other useful information.
- c) Make such other recommendations as deemed necessary to ensure that such piers, docks, and slips are maintained in good condition and will serve the needs of their users.
- d) Judge boat accommodations in reassigning slips and assign available slips to members on slip waiting list.
- e) Review and approve slip changes initiated by slip occupants prior to such changes taking place. Recommend to the Board such rules regulations as it deems appropriate and necessary for water front facilities and use.
- f) Communicate committee decisions to the Manager for implementation and submit budgetary needs to the Finance Committee as requested.

(8) Pool committee. The duties of the Pool committee shall be:

- a) Submit budgetary needs to the Finance Committee for funds to provide for salaries of lifeguard and swimming coaches, for maintenance and repairs to the pool and related equipment, and for new equipment.
- b) Assist and advise the Manger in hiring pool personnel (lifeguards, swimming coaches, etc.).
- c) Establish check-in procedures to regulate pool use and to regulate use by guests.
- d) Recommend and submit to the board such rules and regulations as it deems necessary.
- e) Report periodically to the Board of Directors on the condition of the pool.
- f) Confer with the Manager on all personnel problems and make recommendations.

(9) Social Committee. The duties of the Social committee shall be:

- a) Prepare a social program reflecting the desires of the membership.
- b) Make recommendations to and assist the Manger in connection with all major social events.
- c) Establish dates for Club events, and release other dates for private functions.
- d) Plan an appropriate flag raising ceremony to mark the opening of the boating season in whatever form it deems suitable. Report this date to the Board at its regular meeting in April of each year. Make all arrangements for the implementation of such plan, including the inviting of distinguished guests and speakers and extend invitations to Past Commodores of the Warwick Yacht and Country Club. Work with the Club manager in providing suitable refreshments following the scheduled events.
- e) Submit budgetary needs to the Finance Committee as requested.

- (10) Tennis Committee. The duties of the Tennis Committee shall be:
- a) Arrange and schedule all inter club tournaments and matches.
 - b) Secure and provide suitable trophies for such events.
 - c) Recommend to the Board of Directors rules/regulations relating to tennis necessary to ensure maximum and orderly use of the tennis courts.
 - d) Develop a sound and active tennis program.
 - e) Recommend to the board such physical repairs and needs for the tennis courts as deemed necessary.
 - f) Prepare budgetary requirements for presentation to the Finance Committee.

- (11) Youth Committee. The Youth Committee is authorized to form as many subcommittees as deemed necessary for an effective youth program. The duties of the Youth Committee shall be:

- a) Provide periodic parties, seasonal events, and entertaining functions for the children of Club members to increase their enjoyment of the Club. Recommended events are: Easter egg hunt, pool picnic and swim party, Halloween party, and Christmas party.
- b) Plan all such functions in coordination with the Manager.
- c) Submit budgetary requirements to the Finance Committee as requested.

- (12) Swim Team Committee. The duties of the Swim Team Committee shall be:
- a) Arrange and schedule all inter club swim meets.
 - b) Secure and provide suitable trophies for such events.
 - c) Recommend to the Board of Directors rules/regulations relating to the swim meets to ensure maximum and orderly use of the pool area.
 - d) Develop a sound and active swim team program.
 - e) Prepare budgetary requirements for presentation to the Finance Committee.

Article VII

Meetings of the Membership

Section 1. Annual Meeting.

A. Time and Place. The Annual Meeting of the stockholders of the Club shall be held on the third Friday of January of each year at the clubhouse at 400 Maxwell Lane, Newport News, Virginia, or at such other time and place as the Board of Directors may determine. Ten (10) days written notice shall be given to all the stockholders of record by the Secretary.

B. Order of business. The order of business at the Annual Meeting of the stockholders shall be:

- (1) Noting of members present.
- (2) Reading minutes of last Annual Meeting and of any subsequent Special Meetings.
- (3) Report of Board of Directors.
- (4) Report of Treasurer and other Officers.
- (5) Report of committee on amendments to bylaws and action on proposed amendments.
- (6) Report of Special Committees and consideration of any resolution attached thereto.
- (7) Election of Officers.
- (8) Deferred business.
- (9) New Business

The order of business may be suspended on motion passed by a majority vote of the members present.

C. Quorum Requirements. Thirty (30) stockholders, present in person, shall constitute a quorum at an Annual Meeting for all matters except for consideration and/or adoption of any resolution or motion relating to the matters listed below,

in which case a quorum of not less than a majority of all stockholders in person or by proxy, thirty (30) of whom shall be present, shall be required:

- (1) Any matter involving the acquisition, mortgaging, or disposition of real estate owned by the Club or proposed to be acquired by the Club.
- (2) Any alterations or amendments to the bylaws.
- (3) Consideration of the election of any person to honorary membership.
- (4) Removal of any Officer or Director of the Club.

Prior to the consideration of any of the foregoing matters, notice thereof shall be included in the call or notice of such meeting.

Section 2. Special Meetings

- A. In addition to the Annual Meeting of stockholders provided in these bylaws, a Special Meeting of the stockholders may be called:
 - (1) By the Commodore.
 - (2) Upon the written request of four (4) members of the Board of Directors.
 - (3) Upon the written request of twenty (20) stockholders.
- B. The written request provided in (2) and (3) above shall be directed to the Secretary with a copy to the Commodore and shall contain the following information:
 - (1) Purpose for the call of such Special Meeting.
 - (2) Requested date of such meeting, and time thereof. Such date and time to be not less than thirty (30) days from the time such notice is received by the Secretary.
 - (3) Place of such meeting. The clubhouse shall be designated only after obtaining the approval of the Commodore.
- C. Upon receipt of a request for a special meeting of the stockholders in conformity with A and B above, the Secretary shall forthwith post a copy of such written request upon the Club bulletin board and electronically disseminate to the members, and shall thereupon cause written notice of such meeting to be given to all members not later than ten (10) days prior to the date of such call.
- D. The Secretary shall secure the approval of the Commodore as to the content and form of such notice, and the decision of the Commodore as to such form and content shall be conclusive.

- E. The order of business at such Special Meeting shall be limited to such matter as is stated in the call.
- F. The same quorum requirements apply as stated in Article VII, Section 1, C.

Section 3. Proxies.

- A. At any Annual or Special Meeting of the stockholders, the vote of any stockholder may be received upon a properly completed proxy prepared by the Secretary of the Club.
- B. A properly completed proxy, duly received by the Secretary, shall be considered under Article VII, Section 1.
- C. In regard to the election of officers, proxies shall be counted upon the first ballot for any office or vacancy, but shall not be considered upon any subsequent ballots for the same office or vacancy.
- D. If the person completing the proxy designates that the same is to be voted by the Secretary, the Secretary shall vote such proxy in accordance with the direction of the Commodore based upon the results of a majority vote of the Board of Directors.

Article VIII

Fiscal Year

The fiscal year of the Corporation shall begin April 1st and end March 31st of each year, unless same be changed by a two-thirds vote of the Board of Directors.

Article IX

Standing Rules

The Board of Directors, to implement the purpose of the Club, is authorized to adopt such rules and regulations as it may deem necessary for the orderly administration of the Club and its facilities, not otherwise inconsistent with these bylaws. Such rules and regulations, when adopted by the Board, shall be posted for a ten (10) day period on the Club bulletin board, and the Board may promulgate such rules and regulations in any manner it deems advisable.

Article X

Parliamentary Procedure

At all meetings, either of the general membership or of the Board of Directors, regular or special, parliamentary procedure shall be that as established and approved by Robert's Rules of Order Revised.

Section 1. The Board is specifically authorized to vote on any issue via email or promulgated in any other electronic method.

- A. All Board members must be sent the motion and second.
- B. All Board members must be sent the discussion and amendments.
- C. All Board member must be sent the final motion before the vote.
- D. All Board members must be given at seventy two (72) hours to cast their vote.
- E. At least a quorum of Board members must cast their vote for the motion to be binding.
- F. The Secretary must send the results to the vote to all Board members.
- G. A Board member not casting a vote, will be considered as an abstention.
- H. The Commodore must read the results of the vote into the record at the next regular Board Meeting.

Article XI

Bylaws

Section 1. Amendments

Amendments to the bylaws of the Club may be adopted at any Annual or special Meeting of the membership as provided for in Article VII, Section 1.

Section 2. Adoption Procedure

A draft of all proposed amendments to the bylaws shall be filed with the Secretary at least twenty (20) days before the meeting at which such amendments are to be acted upon. The Secretary

shall post copies on the Club bulletin board and at least ten (10) days before such meeting, shall further cause printed notices thereof to be mailed to each member entitled to vote.

Section 3. Record of Adoptions

- A. The foregoing bylaws and appendixes A and B were duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held the 17th day of January 1969, and all previous bylaws and amendments thereto are herewith revoked and suspended.
- B. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 16th day of January 1970.
- C. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 16th day of January 1981.
- D. The foregoing bylaws and appendixes include amendments duly adopted at a Special Meeting of the stockholders of the Warwick Yacht and Country Club, Inc., held on the 31st day of March 1989.
- E. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 19th day of January 2007.
- F. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 16th day of January 2009, and all previous bylaws and amendments thereto are herewith revoked and suspended.
- G. The foregoing bylaws and appendixes include amendments duly adopted at the Annual Meeting of the membership of the Warwick Yacht and Country Club, Inc., held on the 18th day of January 2013, and all previous bylaws and amendments thereto are herewith revoked and suspended.

