

WINE COUNTRY CLASSIC BOATS, INC.  
BY-LAWS

Article I: OFFICE

The principal office of this organization shall be at such place as the Board of Directors may, from time to time, specify.

Article II: MEETINGS

- A. The Annual Meeting of this organization shall be held in December. The general membership shall be issued a thirty (30) day notice of the date, time and place. A quorum for the Annual Meeting shall be at least 15% of the eligible voting members.
- B. Special meetings of the general membership may be called by the Board of Directors, the Commodore or the Recording Secretary upon receiving a request for such a meeting, in writing, by twenty percent (20%) of the membership. Such a request shall state the purpose(s) of the proposed meeting, at which all business transacted shall be limited to the stated purpose(s) in the notice of the meeting to the general membership.
- C. Written notice that each meeting of this organization shall state the purpose(s) for which the meeting is called, the date, time and place of the meeting, unless it is the Annual Meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given by email to each member in good standing, as of the time the notice is issued at his/her last known email address, not less than seven (7) or more than fifty (50) days before the date of the meeting.

Article III: BOARD OF DIRECTORS, DUTIES

- A. The Commodore shall be the chief executive officer of this organization; he/she shall preside at all meetings of the membership, and serve as Chairperson during meetings of the Board of Directors; he/she shall serve as ex officio member of all committees; he/she shall manage the business of the organization and shall see that all orders and resolutions of the board are carried out.
- B. The First Vice Commodore (Commodore Elect) shall serve in the capacity of the Commodore during absence or the disability of the Commodore, during such time he/she shall have the powers and functions of the Commodore; he/she shall be responsible for the membership and other duties as may be prescribed by the Board of Directors.

- C. The Second Vice Commodore shall be responsible for aiding in the coordination of programs and activities; he/she shall perform such other duties as may be prescribed by the Board of Directors.
- D. The Recording Secretary shall attend all meetings of the Board of Directors and general membership meetings: He/she shall record all votes and minutes of the proceedings in a book kept for that purpose; he/she shall perform such other duties as may be prescribed by the Board of Directors.
- E. The Corresponding Secretary shall give or cause to be given, the notice of all general membership meetings and special meetings of the Board of Directors: he/she, when required, shall prepare or cause to be prepared and available at each meeting, a certified and alphabetized list of members and, the name of members entitled to vote thereat; he/she shall, unless otherwise directed by the Board of Directors, keep all documents and records of this organization required by law or otherwise, in a proper and safe manner; he/she shall perform such other duties as may be prescribed by the Board of Directors.
- F. The Treasurer shall have the custody of funds and securities of this organization; he/she shall keep full and accurate accounts of proceeds and disbursements in the organization books; he/she shall deposit all monies and valuables in the name and to the credit of the organization and such depositories as may be designated by the Board of Directors; he/she shall disperse the funds of the organization as may be designated by the Board of Directors and preserve proper vouchers for such disbursements; he/she shall prepare and send to the membership, appropriate dues notices which are owing; he/she shall render to the Commodore and Board of Directors, at regular meetings, or as otherwise directed, an account of all transactions as treasurer and of the financial condition of the organization; he/she shall perform such other duties as are given him/her by these laws or as, from time to time, are assigned to him/her by the Board of Directors.
- G. The elected Two Year Directors shall be responsible for the areas of activities as may be assigned to them by the Commodore, or through the actions of the Board of Directors, in its entirety.
- H. The Standing Committee chairpersons shall be elected, each designated to serve in one of the following areas:
  - 1. Inboard Committee
  - 2. Non-Power Committee
  - 3. Outboard Committee
  - 4. Sail Committee
  - 5. Boat Show Committee

- I. Additional Standing Committees requiring additional elected chair-persons, may be established, provided sufficient need has been documented, by the Board of Directors prior to the yearly meeting(s) of the Nominating Committee.
- J. The Commodore may designate from among the members of the Board of Directors, and executive committee consisting of three (3) or more directors which shall serve at the pleasure of the Board of Directors.

#### Article IV: COMPENSATION

Except by a resolution of the Board of Directors providing reimbursements for their actual expenses incurred or expended on activities or purposes of this organization, no compensation shall be paid to any member of the Board of Directors.

#### Article V: DUES

- A. All dues shall be due and payable at the date of the Annual Meeting. Failure to pay membership dues within ninety (90) days from the date of the Annual Meeting will automatically result in a lapse of membership status.
- B. All dues of this organization shall not be refundable, nor in any other way returned.
- C. The Board of Directors may establish, and levy upon the membership, such special assessments as circumstances require, up to but not exceeding fifty percent (50%) of each members current dues, stating the reasons for the same in a resolution adopted for that purpose by the Board of Directors.

#### Article VI: ACTIVITIES RESTRICTION

This organization shall not be engaged in any conduct or activity which shall disqualify it or render it ineligible for income to income tax exempt status under the Internal Revenue Service Code, Section 501(c)(3) and the Regulations promulgated thereunder: and this organization shall be one which is organized and operated exclusively for pleasure, recreation and other non-profitable purposed, with no part of its net earnings inuring to the benefit of any private member; this organization shall be supported solely by membership fees, dues and assessments.

January 2018