

BYLAWS

THE CHARLESTON BOAT CLUB, INC.

ARTICLE 1

Name

This corporation shall be known as "The Charleson Boat Club, Inc." ("Club"), of the City of Charleston, West Virginia.

ARTICLE II

Objective

The object of this Club shall be to encourage the sport of boating and to provide and maintain a suitable Club House and dockage facilities for the recreation and use of its members and guests.

ARTICLE III

Club Officers

Section 1. The officers shall be a Commodore, Vice-Commodore, Rear Commodore (one of whom shall be a boat owner at the time of election), Secretary and a Treasurer. The Secretary and Treasurer may be a combined office at the direction of the Commodore.

ARTICLE IV

Duties of Officers

Section 1. Commodore

The Commodore shall preside at all meeting of the Club and the Board. The Commodore shall have a general command over the operation of the Club, subject to the direction of the Board. The Commodore shall appoint a Board of Governors (the "Board") of seven members, which Board shall serve during his/her term of office as a will and pleasure appointment. The Commodore shall appoint all standing and special committee chairs as a will and pleasure appointment.

Section 2. Vice Commodore

It shall be the duty of the Vice-Commodore to assist the Commodore in the discharge of his/her duties, and to officiate in the absence of the Commodore.

Section 3. Secretary

- 1) To keep minutes of the meetings of the Club and of the Board in books or electronic records provided for that purpose, and to have custody of all reports and documents connected with the proceedings of the Club.
- 2) To keep a correct role of the members together with dates of their election.
- 3) To notify each potential member of their election or rejection.
- 4) To render a statement or report on the affairs of the Club at each official meeting of the Club.
- 5) To conduct the correspondence of the Club; to give notice of all meetings of the Club, and in case of special meetings to state the business intended; to notify member of their election to office, and of their appointment to serve on Committee, and to perform such other service as may be required by the Commodore or by the Board

Section 4. Treasurer

- 1) To have charge of the funds and financial affairs of the Club and to keep a correct account of all funds received and paid out in books or electronic records provided for that purpose, and under the direction of the Board, to disperse the funds.
- 2) To collect all moneys due.
- 3) To deposit the funds in the name of the Club in a depository or depositories approved by the Board.
- 4) To present, at each official meeting and whenever so requested by the Board a detailed account showing the financial condition of the Club.
- 5) To assist the Commodore in the preparation of the annual operating budget for review and approval by the membership

ARTICLE V

Governors

Section 1. There shall be a Board of Governors, which shall consist of the Commodore, Vice-Commodore, Rear-Commodore, Secretary, Treasurer, immediate past Commodore, and seven other members appointed by the Commodore. In the event of a vacancy in the office of an elected or appointed Board member, the Board shall appoint a successor to fill that vacancy.

Section 2. The Board shall have entire authority to make such rules, policies and regulations it deems necessary in the management and operation of the affairs and finances of the Club. All rights and powers connected therewith shall be vested in them.

Section 3. The Board shall make such rules as they deem proper respecting the use of the marina, harbor house and grounds; fix penalties for offenses against the rules, and make rules for their own government and for the government of the Committees.

Section 4. The Board shall have power to limit indebtedness of a member to the Club, including dues and slip fees.

Section 5. The Board shall elect to membership in the Club, as hereinafter provided, such candidates as they consider desirable. Such election must be at a regular meeting of the Board, and two negative votes shall reject the application. No rejected candidate shall be eligible to membership within six months after rejection.

Section 6. The Board shall have power to suspend or expel any member for violation of the rules or by-laws, or for conduct which they shall deem improper or prejudicial to the Club.

Section 7. The Board may, as hereinafter provided, drop from the roll any delinquent member, and also may reinstate such members, as hereinafter provided.

Section 8. The Board shall approve all standing committees, and shall have full authority over them, except as hereinafter provided, and shall appoint such other Committees as shall seem to them necessary.

Section 9. The Board shall have authority to make, in their discretion, appropriations for the clerical or technical assistance of the Secretary and Treasurer.

ARTICLE VI

Meetings

Section 1. Regular meetings of the Board shall be held once each month on a date established by the Commodore and at such other times as the Commodore or Board may from time to time designate.

Section 2. Meetings of the Board of Directors, including regular, special, and emergency meetings, may be held by means of electronic communication technology, provided that all directors participating can hear one another simultaneously and participate fully in the discussion and decision-making process.

Section 3. Permitted Technologies

Electronic meetings may be conducted via teleconference, videoconference, or other real-time communication platforms that allow all participants to engage interactively. The specific technology used shall be designated by the Commodore.

Section 4. Notice Requirements

Notice for virtual electronic meetings shall follow the same procedures required for in-person meetings under these bylaws. The notice shall include instructions for accessing the virtual electronic meeting, including any required links, phone numbers, access codes, or passwords.

Section 5. Quorum and Voting

Board members participating in a virtual electronic meeting shall be counted as present or absent for purposes of establishing a quorum. All actions taken at a virtual electronic meeting shall have the same force and effect as those taken at an in-person meeting. Votes may be taken verbally, by roll call, or by electronic means.

Section 6. Technical Difficulties

If technical difficulties cause a director to lose connection, the virtual electronic meeting may continue provided a quorum remains. The Board may recess briefly to restore communication at the discretion of the meeting chair.

Section 7. Executive Sessions

The Board may enter executive session during an electronic meeting, provided that reasonable measures are taken to ensure confidentiality.

Section 8. Record of Meeting

Minutes shall be taken at electronic meetings in the same manner as in-person meetings. Recordings may be made for minute-taking purposes if approved by the Board, but such recordings are not official records.

Section 9. Electronic Approval of New Members

The membership chair shall distribute the name and required application information of each membership candidate to all board members via email. Each board member shall respond with their vote of "approve" or "deny" via email or other approved electronic means. Votes must be returned within the time period specified in the notice, which shall not be less than 24 hours.

ARTICLE VII

QUORUM

Section 1. A properly scheduled meeting of 7 (seven) members of the Board shall constitute a quorum.

ARTICLE VIII
ANNUAL BUDGET

Section 1. Preparation of Annual Budget

The Board of Directors shall prepare a proposed Annual Budget for the upcoming fiscal year. The budget shall include all anticipated revenues, operating expenses, capital expenditures, and any special projects or reserve allocations deemed necessary for the effective operation of the Club.

Section 2. Timeline for Submission

The proposed Annual Budget shall be completed and presented to the general membership at the regular annual Membership meeting.

Section 3. Membership Review and Approval

The proposed Annual Budget must be submitted to the general membership for review and approval. Approval shall require a simple majority vote of the members present at annual Membership meeting or special meeting called for this purpose, provided a quorum is established in accordance with these Bylaws.

Section 4. Fiscal Responsibility

No expenditures shall be made or obligations incurred that exceed the limits or categories established in the approved Annual Budget without a resolution by the Board.

ARTICLE IX
Standing Committees

Section 1. The standing committees shall be a Facilities Committee, Grounds Committee, Membership Committee, Mooring Committee, Electric Power Consumption Committee, Social Committee and Website Committee. The Commodore's committee appointments shall be approved annually by the Board at the first regular meeting after the annual election.

Section 2. The Facilities Committee shall have the general management and control of the Harbor House and Harbor House employees. They shall receive and redress complaints. They shall have the responsibility of making the necessary repairs and improvements to the property and facilities of the Club. This committee shall have the authority to hire and fire temporary non-member employees as their staff to perform such repairs and improvements. This committee shall also have the authority to employ such contractors as deemed necessary. The expenditures of this committee shall be controlled by the annual budget.

Section 3. The grounds committee shall be responsible for any maintenance and upgrading of the grounds occupied by the Club. Such maintenance shall include mowing of the grass and maintenance of the roadway and parking areas.

Section 4. The Mooring Committee shall be responsible for the advertising of and assignments of moorings of the boats owned by the members in good standing in the Club as such slips become available. Slip assignments shall be made based on seniority of the members who apply for and qualify for the space available.

Section 5. The Electric Power Consumption Committee shall be responsible for the reading of the electric meters at frequencies determined by the Board. This committee shall report their findings to the Treasurer.

Section 6. The Social Committee shall proceed and take care of all social functions hosted by the Club. The expenditures of this committee shall be controlled by the annual budget.

Section 7. The Website Committee shall be responsible for the development and maintenance of the website, charlestonboatclub.com. This committee may also be responsible for and administer any social media sites on behalf of the Club. The expenditures of the committee shall be controlled by the annual budget.

Section 8. The Membership Committee shall receive and review all applications for membership and report their recommendations to the Board.

ARTICLE X

Elections

Section 1. The Commodore, Vice-Commodore, Rear Commodore, Secretary and Treasurer shall be elected at the Annual Membership Meeting

Section 2. All vacancies in elective offices shall be appointed by the Board at their next regularly scheduled meeting.

ARTICLE XI

Membership

Section 1. The Club shall be composed of active members only, the number of active members, however, may be limited by a majority vote of the members or a two-thirds (2/3) vote margin of those members of the Board present at the meeting when such motions are made.

Section 2. Each candidate for active membership must be proposed in writing. The applicant may be sponsored by a current Boat Club member to whom the applicant is known or by the Charleston Boat Club Board of Governors. All members on the application shall be members in good standing. Application for membership must be subscribed by the candidate, must state their name, occupation, and address, and include an agreement to comply with the rules and By-Laws of the Club. The names and addresses of all candidates, with the names of their proposers, may be posted in the Harbor House for at least one week before action is taken thereon. The Membership Committee shall review all applications and present the applications deemed acceptable to the Board for action. All proceedings of the Board upon any proposal for membership, except final action thereon, and all communications to them, shall be treated as confidential.

Section 3. If an applicant has a member sponsor in good standing, the Board may elect to approve the application without introduction. Should the applicant not have a member sponsor, the applicant must present themselves at a meeting of the Board of Governors.

Section 4. In the event an applicant has a member sponsor, the Board may vote to approve new members in accordance with Article VI.

Section 5. Any member that has not paid for dues, mooring, special service or any other charges after forty five (45) days from billing date, shall be deemed delinquent. The delinquent members shall be charged a delinquency penalty of twenty five dollars (\$25.00). This penalty may be increased by resolution of the board at any time, but must be in effect for a period of one year. The member shall be notified by the Treasurer at the last known address of the delinquency and of the amount due. The member's name may be posted at the Harbor House bulletin board as delinquent. If the amount posted and the delinquency penalty are not paid in full within 60 days after the billing date, the name of the delinquent member shall be reported by the Treasurer to the Board. The Board may thereafter terminate the membership of a delinquent member who shall be notified of such action. Thereafter, the former member shall be excluded from access to the Harbor House and the Boat Club Facilities. A member who is terminated for nonpayment of dues or other indebtedness may, at the discretion of the Board, be reinstated to full

membership upon payment of the full indebtedness and the delinquency penalty. Should membership be restored, the seniority date shall begin on the day of reinstatement.

Section 6. A member not in arrears for dues, or other indebtedness, shall tender a written resignation of his/her membership and/or slip assignment to the secretary, who shall report the same to the Board at their next meeting. At such time as the written resignation is presented, a member not in arrears for dues or other indebtedness shall be entitled to receive a semi-annual prorated share of any slip fees that have been paid. The resigning member shall not receive a rebate on any portion of the annual dues.

Section 7. Member shall be responsible for the conduct and indebtedness of all persons admitted to the Club House or grounds at their request.

ARTICLE XII

Membership meetings

Section 1. The annual meeting of the Club shall be held on the last Tuesday in January. This meeting may be held in conjunction with the Charleston Boat Corporation annual meeting.

Section 2. The Secretary shall call special meetings at the direction of the Commodore or upon the written request of ten members.

Section 3. Ten members shall constitute a quorum for the transaction of business at a membership meeting.

Section 4. Members shall be notified at least 5 five days in advance of official and special meetings.

Section 5. No business shall be transacted at special meetings except that of which notice was given.

ARTICLE XIII

Complaints

Any member or members having a complaint against another member for the infraction of any law or rule, or for conduct injurious to the welfare of the Club may report the same in writing to the Board. Such complaint shall set forth the facts of the case, together with the names of witnesses, if any. After receiving such complaint, a meeting of the Board shall be held as soon as practicable to investigate the same. Of such meeting, the complainant or complainants, and the member complained of, shall receive at least five (5) days notice prior to the meeting date, The Board shall have power to suspend or expel a member thus complained of, or impose other penalty. The decision of the Board shall be filed with the Secretary, and the Secretary shall present copies thereof to the complainant or complainants, and to the member complained of.

ARTICLE XIV

Fees and Dues

Section 1. There may be an initiation fee, the amount of which fee may be determined by a two-thirds vote of the members of the Board.

Section 2. The annual membership dues shall become due and payable July 1st of each calendar year. The annual membership dues may be raised as deemed necessary by the Board of Governors. In no event shall the dues increase be in excess of \$50.00 from those charged for the preceding year until the annual dues reach \$500.00. From that time forward, the dues increase shall be no more than (10) percent in any fiscal year. The intention of the Board of Governors shall be announced at least two (2) months in advance of the increase and this decision may be overridden at a meeting called in accordance with Article IX.

ARTICLE XV

Miscellaneous

Section 1. No intoxicating drinks shall, under any circumstances whatsoever, be sold or given to any minor in the Club House or on the grounds of the Club.

ARTICLE XVI

Amendments

The By-Laws may be amended at any meeting of the Club, by two-thirds (2/3) vote of all present, provided the proposed amendment has been recommended by the Board or approved in writing by fifteen members in good standing, and a copy thereof has been presented to every member at least ten days in advance of such meeting.