

CONSTITUTION AND BYLAWS OF THE OLYMPIA YACHT CLUB

Amended 11/07/2001

Amended 10/10/2004

Amended 1/05/05

Amended 4/6/2005

Amended 4/12/2006

Amended 1/03/2007

Amended 6/6/2007

Amended 4/9/2008 (from May, 2000 meeting)

Amended 6/11/2008

Amended 4/18/2013 (from various actions 2008-present)

June 11, 2014

ARTICLE 1. ORGANIZATION NAME

The name of this organization shall be the Olympia Yacht Club.

ARTICLE 2. PURPOSE

The purpose of the Olympia Yacht Club is to encourage and promote yachting, the science of seamanship and navigation, and to provide and maintain suitable facilities for the use and recreation of its members.

ARTICLE 3. MEMBERSHIP

Section 1. General

Any person of good moral character, over the age of twenty-one, and who is fit, willing and able to contribute to the good and welfare of the Olympia Yacht Club, accepting the responsibilities as well as the privileges, thereof, shall be eligible for membership.

Applicant(s) accepted for Active Membership shall enjoy the full privileges of membership including the casting of the single vote representing their membership, holding a single elective office as a representative of their single membership, and flying the club pennant. The personal pronouns "he" and "she" as hereafter used in these Bylaws refers to both male and female and should be interpreted as meaning "he/she" and "his/hers."

Section 2. Classes of Membership

The classes of membership shall be defined in these Bylaws as follows.

(A) **Active Membership** shall include:

- (1) A single person;
- (2) A married couple and their children under the age of 21; and
- (3) Two unmarried persons who form a single household, and their children under the age of 21.

An Active Member shall be the owner of a boat having a waterline length of not less than 12 feet and powered by motor or sail or both. An Active Member who shall dispose of his boat may retain full membership in the Club for twelve months from the date of said disposal, at which time he shall automatically revert to the status of Associate Membership. Upon becoming the owner of another boat registered at the Olympia Yacht Club, he shall revert to Active Membership and be entitled to all privileges.

(B) **Associate Membership** shall be those members who are not included in any other class of membership. They shall not be entitled to moorage or the use of boating services of the Club at any time, nor shall they be entitled to vote, fly the Club pennant, hold office or serve as a committee chair person; but shall be entitled to

all other social and recreational privileges. The membership of any person elected as an Associate may be converted to Active without payment of additional initiation fees upon determination by the Board of Trustees that the qualifications for that class of membership have been met.

(C) Life Member; when a single member or either party of an Active Membership achieves both 20 years of continuous Active Membership and age 65, the Membership shall be eligible for designation as a Life Member. In the event of the death of the qualifying Life Member, the surviving party must meet the requirements for Life Membership status or revert to Active Membership status. Life Members shall be exempt from payment of annual dues, but shall not be exempt from moorage charges, bond interest, or special assessments as they become due.

(D Social Member: Social Members shall be those members who have been active for at least 5 years (need not be consecutive). They shall not be entitled to moorage or the use of boating services of the Club at any time, nor shall they be entitled to vote, fly the Club pennant, hold office or serve as a committee chairperson, but shall be entitled to all other social privileges. Social members are required to participate in not less than 10 CSP hours annually. ~~for a single member, and 10 CSP hours annually as a couple.~~

(E) Cruising Member: Members who intend to be or are cruising on their boat outside of the Puget Sound area for an extended period of time (more than 365 consecutive days) may apply to the Board of Trustees for a Cruising Membership. Upon approval of their application, Cruising Members shall relinquish their moorage and they shall no longer be considered Active or Associate Members. Cruising Members shall be liable for dues, but exempt from assessments and Club Service Program requirements. When Cruising Members return to the Puget Sound area, they may make application to the Board to be reinstated as Active or Associate Members, as appropriate. If a member is under Cruising Member status for less than 365 days and wishes to be reinstated as an active member they must pay back fees and assessments as if they were continuous active members without a break in Active Member status. Upon approval, the Members shall be subject to all applicable dues, assessments and Club Service program requirements, etc., as any other Active and Associate Members that fall due on or after the date of approval of their reinstatement.

(F) Honorary Members: The Board of Trustees may invite honorary members to join the club for one year upon favorable vote of the Trustees. Honorary memberships shall be granted only to those persons who have rendered valuable service to the Club, City, County, State or Nation, such membership shall not exceed twenty-five at any one time during the year. Honorary members shall pay no fees, dues, or assessments and shall have no rights to vote or hold office in the Club, and may participate only in the recreational and social affairs of the Club.

(G) Junior Members: The membership of the OYC recognizes the need to actively involve persons under the age of 21 in meaningful club activities. Rules, regulations, and organizational procedures for this program are developed and administered by the OYC Juniors Committee with the direction and approval of the Board of Trustees. This program includes, at a minimum, ~~the Junior Sailing Program, boating safety and education classes,~~ OYC service programs, and various social functions. Junior members shall have no vote ~~or voice~~ in OYC business and nonmember parents shall not be extended the privileges of the OYC.

- (1) Any person between the ages of 10 and 20 of good moral character shall be eligible for junior membership. Application and acceptance for junior membership shall be made through the Board of Trustees. Applicants receiving a majority vote of the Trustees shall be accepted into membership. Junior members shall be governed by all bylaws, rules, and regulations of the OYC and those adopted specifically by the Juniors Committee and approved by the Board of Trustees for this program.
- (2) The initiation fee for junior membership shall be approved by the Board of Trustees as recommended by the Juniors Committee. **Monthly** dues for junior members shall be established at 15 percent of the quarterly dues paid by active members. Junior members shall be exempt from payment of bond interest and special assessments.

- (3) A junior member shall be eligible to become an associate or active member of the OYC upon reaching the age of 21 years, receiving approval from the Board of Trustees and payment of current initiation fees. PROVIDED: That one tenth of the regular initiation fee is waived for each year served as an active junior member. An active junior member is defined as one who regularly attends meetings, participates in work parties and activities, holds office, or serves on committees. Determination of active status is to be made by the Juniors Committee at the end of each calendar year, recorded, and filed.

~~(E) The privileges of Surviving Membership as previously granted by the Board of Trustees shall remain with those to whom the privileges have been granted prior to April, 1992. These surviving members shall be exempt from payment of bond and special assessments.~~

Section 3. Application for Membership

Written application for Active or Associate Membership endorsed by two Active members shall be presented to the Membership Committee Chair on the prescribed forms accompanied by payment of the full initiation fee and annual dues, prorated to the end of the calendar year from the quarter in which the application is presented. Upon request to and approval by the Board of Trustees, application fees may be paid by paying one-fourth at the time of application and the remainder over a period of twelve months. If the applicants are two unmarried persons who form a single household, the applicants shall designate one of the two as the “managing partner”. If such applicants are elected to membership, the “managing partner” shall have authority to designate who retains the Membership in the event that the partnership is concluded.

The Membership Committee Chair shall post notice of the application at the designated location on Club premises for a period of fourteen days. The Membership Committee shall make prompt and diligent inquiry into the qualifications of the applicant, including if necessary or desirable, personal interviews with the applicant, sponsors, or other interested persons, to determine the eligibility of the applicant. The Membership Committee shall provide a standard orientation and overview of the club and member responsibilities, as well as other pertinent information, to the applicant. The Membership Committee Chair shall submit the Membership Committee’s report to the board for their consideration and appropriate action.

Applications approved by a favorable majority vote of the Board of Trustees, shall be presented by the Membership Committee Chair to the membership of the Club for consideration and vote at the next regular meeting. At least one of the sponsors, or if all sponsors are absent due to unforeseen circumstances, the Membership Committee Chair, shall speak briefly regarding each applicant and how he/she knows the applicant. The membership shall then consider and vote on each application. An applicant receiving a 75% (three-quarters) favorable vote of those voting, by secret ballot, shall be deemed elected to the membership and shall be notified by their sponsors to appear at the next regular meeting of the Club for induction into the Club. Any monies tendered by an applicant whose application has been rejected shall be returned.

Section 4. DUES.

Shall be as follows:

(A) Active Member and Associate Members, Social Members and Cruising Members – per annum, payable monthly in advance:

Dues: 2011 - \$400.00 + CPI thereafter annually unless CPI is waived by Board of Trustees.

(B) Jr Members – 15% of dues listed in (A) above - per annum, payable monthly in advance.

Section 5. DEMIT.

Any member may demit from the Club by written notice to the Club, but such demit shall not become effective until the end of the month in which such written notice is received, and the resigning member's indebtedness to the Club is fully paid, including all applicable moorage charges and special assessments, due at the end of said month. Any member in good standing may, upon a majority vote of the members present at

any regular Board meeting, demit from the Club and upon surrender of any other membership card, shall thereupon be given a demit **notice** by the Secretary.

Any member approved for demit may resume membership in the Club upon formal application and election thereto by the membership in the same manner and conditions prescribed for new members, coupled with the tender of the difference between initiation fees in effect at the time of withdrawal and initiation fees at the time reinstatement is sought plus currently payable annual dues.

Any active member may choose to become a Social Member instead of demitting by submitting a written request to the Board of Trustees. A majority vote by the Board would be required to become a Social Member. All indebtedness due to the Club must be paid, including all applicable moorage charges and special assessments.

Any member approved for demit prior to the formation of the Social Membership classification may apply for Social Membership by presenting a written request to the Board of Trustees. A majority vote of the Board would be required to be accepted as a Social Member.

Section 6. Suspension and Expulsion

Any member found in violation of adopted rules and regulations of the Olympia Yacht Club, Including Island Home Rules and the Moorage Agreement, shall be subject to sanctions as determined by a majority vote of the Board of Trustees. These sanctions may include fines, suspensions (including loss of moorage for boat and/or boathouse), or expulsion. Any member whose fiscal indebtedness to the Olympia Yacht Club is delinquent sixty day shall be suspended (including loss of moorage for both boat and/or boathouse) until such time payment is made. Continued indebtedness past ninety days shall be grounds for expulsion **at the discretion of the Board of Trustees**.

The Board of Trustees shall notify, in writing, any member found in violation of the rules and regulations ~~within fifteen days of the violation,~~ and shall request their appearance before the Board at it's next regularly scheduled meeting. Any member who fails to respond to this notice shall stand suspended (including loss of moorage both boat and/or boathouse) for a period of time as determined by the Board of Trustees. Continued failure to respond shall result in expulsion.

Section 7. Membership Card(s)

Immediately following the introduction of a new member (s) to the Club at one of its regular meetings and after he has been accepted into the Club, the Secretary shall issue a membership card **and entry key** to each new member giving thereon his name and the year for which his dues have been paid. The card shall be honored only during the time the member is in good standing. **The Entry Key for** the Olympia Yacht Club shall be immediately **terminated for** a member upon resignation or withdrawal from membership, or upon demand of the Board of Trustees in writing, should any member become delinquent or be expelled for cause by action of the Board of Trustees.

Section 8. Marriage, Forming a Single Household. Divorce and Death.

When a single Active, Associate or Life member marries, the Member shall notify the Board of Trustees in writing so that the additional party to the Membership may be inducted without payment of further fees.

When a single Active Member forms a single household with another person, without marrying, the Member may notify the Board of Trustees in writing so that the other person may be added to the Membership and inducted without payment of further fees.

In the event of a divorce of parties to an Active, Associate or Life Membership, the retention of membership shall be determined by the parties of the divorce action. The party retaining membership shall notify the Board of Trustees of the determination in writing.

In the event of the death of one of the two persons who constitute an Active Membership, the surviving party may retain membership.

ARTICLE 4. GOVERNMENT

Section 1. Government

Except as provided by these bylaws, the Government of this Club shall reflect a separation of the Club's Governmental duties. The Flag Officers group shall plan, manage, and attend to the social functions and obligations of Olympia Yacht Club. The Board of Trustees shall be responsible for conducting the business and operations of the Club.

(A) BOARD OF TRUSTEES: The Board of Trustees shall consist of the Commodore, Secretary and six Trustees, elected from among active members who have been members of Olympia Yacht Club not less than two full years. The Trustees shall be elected for three year terms, staggered so that there will be two new Trustees elected each year. The Treasurer shall serve as an advisor to the Board of Trustees and shall attend all Board meetings. No member of the Club shall hold two elected offices at the same time. Robert's Rules of Order shall govern the conduct at all meetings when not in conflict with these bylaws.

(B) BOARD RESPONSIBILITIES: The Board of Trustees shall be responsible for handling the financial business of the Club, maintenance, and operation of all facilities, setting of Club policy and conduct of all activities except the boating, social, and inter-club programs. They shall notify the membership of the hiring, rate of pay, and discharge of Club employees. They shall advise and instruct Club employees in the conduct of their duties through the respective chairs. Various elements of the Board's responsibilities may be delegated, but this shall not relieve the Board of Trustees from the ultimate responsibility for these functions.

(C) BOARD MEETINGS: The Board of Trustees shall meet once a month and at such other times as required to conduct Club business. The Board will annually elect a presiding, nonvoting Chairman, (except to break tie votes), from among the six elected Trustees. The Secretary shall attend all Board meetings and shall keep minutes. These minutes shall be posted and reported to the membership at the next general membership meeting.

(D) MEMBERSHIP OVERSIGHT:

(1) The membership may modify or reverse any action of the Board of Trustees by two-thirds vote of the voting members present at the next regular or special meeting of the Club following the meeting at which the Board's action is reported to the members.

(2) In order to purchase, sell, mortgage, or dispose of Real Property a notice stating the proposition to be voted upon and official ballot shall be mailed to all members in good standing and entitled to vote, not less than thirty days prior to the date set for the final ballot submission. The counting of returned ballots, and only such ballots as are in the hands of the Secretary at midnight of the day of balloting, shall be conducted by the Secretary and two Trustees. A two thirds vote of approval shall be required for such Real Property actions.

(E) VOTE OF CONFIDENCE: The Board of Trustees, or any member thereof, shall be subject to recall at any time by a "Vote of Confidence" by the membership. The proposal for a Vote of Confidence may be originated by any member of the Club, and the action shall be deemed completed by a majority vote of those members present at any regular meeting of the Club. Voting will be by secret ballot. Announcement of a special election for the purpose of electing a new Board of Trustees, contingent upon the loss of the Vote of Confidence by the incumbent Board of Trustees, shall be a part of the notice to the membership that a Vote of Confidence is to take place. Nothing in this section is to be construed as preventing nomination to a new Board of Trustees of any member of a retiring Board of Trustees.

(F) INDEMNIFICATION: The Olympia Yacht Club shall indemnify each of its officers, trustees, directors, and employees whether or not then in office (and their executor, administrator, and heirs) against all reasonable expense actually, necessarily and reasonably incurred by them, including, but not limited to, judgment costs and counsel fees, in connection with the defense of any litigation, including any civil or administrative action, suit or proceeding, to which he may have been made a part because he is or was a trustee, officer, director or employee of the Club. He shall have no right to reimbursement, however, in relation to matters to which he has been adjudged liable to the Club for gross negligence, gross intentional misconduct, or knowing violation of the law, in the performance of his duties. The right to indemnify for expenses shall also apply to expense of suits which are compromised or settled if the court having jurisdiction of the action shall approve such settlement, or a majority of the Board of Trustees, excluding those interested, vote such a settlement. As used in this paragraph an "interested" trustee, officer, director or employee is one against whom the proceeding in question or another proceeding on the same or similar grounds is or has been instituted.

Section 2. Officers

The Commodore, Vice Commodore, and Rear Commodore are the Flag Officers of the Club. They will proceed through the **flag** offices as long as they remain in an elective office of the Club.

The Elective Officers shall consist of the following:

(A) COMMODORE: The Commodore shall be elected from among the active members of the Club who have served at least two terms in an elective flag office previous to his nomination for Commodore. The Commodore shall not succeed himself, but shall be eligible for renomination and election as Commodore after being retired from that office for a period of at least one year. He shall preside at all meetings of the general membership and at all monthly Flag Officer meetings. He shall appoint those officers and committees responsible for the boating, social, and inter-club programs and activities of Olympia Yacht Club and shall serve as ExOfficio member on his appointed committees. He shall report to and be a voting member of the Board of Trustees.

(B) VICE COMMODORE: The Vice Commodore shall be elected from among the active members of the Club who have served at least one term in an elective Flag Office previous to his nomination for Vice Commodore. He shall assist the Commodore in the discharge of his duties, and in the event of the Commodore's absence or disability, shall officiate in his stead.

© REAR COMMODORE: The Rear Commodore shall be elected from among the active members of the Club. He shall assist the Commodore and Vice Commodore in the discharge of their duties and in the event of their absence shall officiate in their stead.

(D) FLAG OFFICER RESPONSIBILITIES: The Flag Officer Group shall be responsible for handling the boating, social and inter-club activities of Olympia Yacht Club. The Flag Officer Group shall meet monthly, approximately seven days prior to the monthly meeting of the Board of Trustees. Various elements of the Flag Officer Group's responsibilities may be delegated, but this shall not relieve the Flag Officer Group from the ultimate responsibility for these functions. The Flag Officer Group shall also approve the operating codes of all committees appointed by the Commodore.

(E) SECRETARY: The Secretary shall be elected **annually** from among the active members of the Club **and** shall keep a true record of the proceedings of all meetings of the Club and the Board of Trustees. **The Secretary** shall handle all Club correspondence and perform such duties as are usually incumbent upon the office, or essential to the proper conduct of the Club and its affairs, or which may be imposed ~~on him~~ by the ~~Club Board or Bridge~~ from time to time or by these bylaws. **The Secretary** shall be a voting member of the Board of Trustees and attend all meetings of the Board.

(F) PAST COMMODORE: The immediate Past Commodore shall serve as an advisor to, and member of the Flag Officers Group. **The Immediate Past Commodore** shall hold office for a period of one year until a

new Commodore shall be inducted. In the event the immediate Past Commodore is unable to serve in office, the Board of Trustees shall elect any Past Commodore to this office.

(G) FLEET CAPTAINS (1) SAIL and (1) POWER: The Fleet Captains shall be elected from the active members of the Club and shall act as the Commodore's executive officers in respect to the supervision of all boating related activities and shall be responsible for reporting those programs under their direction to the Board of Trustees and the Club members.

(H) FLAG OFFICERS APPOINTED COMMITTEES: The bridge may appoint such committees as may be deemed necessary or appropriate.

(I) BOARD OF TRUSTEES APPOINTED COMMITTEE POSITIONS:

The Board of Trustees shall appoint the following positions/committees and other committees that may be deemed necessary or appropriate.

Treasurer	Main Station Committee	Membership Committee
Main Station Chair	Long Range Planning Committee	Finance & Budget Committee
Moorage Master	Island Home Committee	Audit Committee
Club House Chair	Bylaws Committee	Editorial Committee
Nominating Committee	Reciprocal Committee	Community & Governmental Affairs Committee
CSP Committee	Juniors Program Committee	Environmental Committee
Safety & Education Committee		
Sailing Education Program Committee		

The Board of Trustees shall appoint the above committees consisting of a minimum of three members each. Members shall be appointed for staggered three-year terms. A member's term on a committee may be extended past the three year term limit by a majority vote of the Board of Trustees. Committee members shall only be removed by a majority vote of the Board of Trustees. The Board of Trustees shall also approve the operating codes of all Committees. All Committees shall advise the Officers and Trustees, making their studies available for their guidance. Before the beginning of the Club's fiscal year the committees shall prepare and submit a budget to the Finance and Budget Committee. It shall be the duty of the committees to report to the Board of Trustees and the membership any conditions or trends which it feels requires the membership's attention.

~~And, such other committees that may be deemed necessary or appropriate.~~

Section 3. Board of Trustees

Duty and Authority:

(A) The Board of Trustees shall have the authority to approve the disbursement of Club funds, make assessments, arrange for their care and deposit, collection, compromise or settle claims for or against the Club, for which purpose it may retain counsel. The Board of Trustees exercises complete control over the funds, property, and business of the Club, except as otherwise provided by these Bylaws. It shall meet not less than once a month and at other such times as the Chairman on his own motion or on the written request of any two members thereof may direct. A Quorum for the purpose of transacting business shall consist of a majority of the Board. In the event that any member of the Board shall absent himself without good and sufficient cause, of which the Board shall be the judge, from three consecutive meetings, the Board shall declare his office vacant and report its action to the Club at the next regular meeting. Any vacancy on the Board thus created shall be filled as prescribed in Section 5 (D).

(B) The chair of the Board of Trustees and Secretary shall be authorized to sign and execute any and all contracts and agreements approved by the Board of Trustees and/or the membership. Dual signatures are required.

Section 4. Meetings and Order of Business

The following order of business shall be followed by the Chair, unless as a matter of expediency or a motion duly passed, it shall be departed from:

1. Roll call of officers
2. Minutes of the previous meeting of the Club are posted on Web Site
3. Minutes of the previous meeting of the Board are posted on Web Site
4. Reading of communications
5. Action on communications
6. Applications for membership
7. Voting on applications of previous month at membership meeting
8. Reports of officers: Commodore, Vice Commodore, Rear Commodore, Fleet Captains, Past Commodore, Treasurer
9. Reports of Committees
- ~~10. Reports of Auxiliaries~~
10. Unfinished business
11. Induction of new officers (June meeting only)
12. New business
13. Good and welfare of the Club
14. Adjournment

Section 5. Election of Officers

- A. *Nominations:* At the regular March meeting the Chairman of the Board of Trustees shall call upon the nominating committee for its report. This committee shall consist of five Active Members of the Club, including at least one Past Commodore who shall be designated Chairman of the committee. All other members shall be active members in good standing during the preceding full two-year period. This committee shall render a full report at the next (April) regular meeting of the Club, submitting a list of at least one nominee for each office, in writing, to the Secretary, who shall then read the list to the members present.

Nominations may then be made from the floor and the names of the nominees accepted by the Secretary, subject to the nominees' consent. All nominees must, at the time of their nomination be qualified for the office for which they are nominated and be in good standing. Martial partners or two unmarried persons who constitute an Active or Life Membership may not hold office jointly nor serve on the same Board of Trustees. Formal closing of the nominations will be last order of business at the regular May meeting each year.

- B. *Elections:* Election of officers shall take place during the regular meeting of the Club in May of each year. The Secretary shall furnish each member in good standing present at the Club, a printed ballot containing the names of all nominees for each position. The election shall be by a secret ballot. This printed ballot shall also contain a provision for write-in candidates. Members may vote for any eligible candidate for each position. Ballots are to be collected and counted by Trustees who are not running for office. The candidates with the most votes shall be elected to the open positions. If there are two open positions, such as with the Board of Trustees, and the two top candidates are in a tie, then they will both be elected. In the event of a tie on any other position, a runoff vote on such position shall be held immediately by secret ballot with only the tied nominees on the ballot.
- C. *Induction of New Officers:* Shall take place at the regular meeting of the club in June, required by Article 4, Section 4. All business of the Club thereafter shall be transacted by the new officers.
- D. *Vacancy:* Elections shall be held at any regular meeting when a vacancy occurs in any of the elective offices, after proclamation of the Commodore and due notice of at least one month to all members of the Club. In the event of death, permanent disability, or resignation of any elective officer, the Board

of Trustees shall thereupon declare such office vacant, and at the next regular **Club** meeting hold a special election for the purpose of electing a qualified candidate to fill the unexpired term. Eligibility shall be as specified for the office declared vacant. Any officer having sold or otherwise disposed of his boat, shall serve until his term expires. No member may hold two elective offices at any one time.

Section 6. Removal from Office

Any flag officer may be removed from office **after notification to all voting members and** by the vote of two-thirds of the **voting members in attendance at a regular membership meeting**. No such action shall be taken until a reasonable opportunity has been given to the officer to appear, in **their** defense, before the Board of Trustees, who shall present their recommendation to the membership at the next regular meeting.

Section 7. Salaries

Salaries shall not be paid to any officer of the Club except as voted by the Board of Trustees.

Section 8. Standing Committees

Shall be those as directed and appointed by the Board of Trustees.

Section 9. Auxiliaries

The Olympia Yacht Club, through the Board of Trustees, may authorize the formation of Auxiliaries with proven interest in furthering the boating skills and social welfare of the Club.

ARTICLE 5. CAP DEVICES AND PENNANTS

Section 1. Cap Devices and Burgee

The Club cap device shall consist of a round button enameled white bearing a blue star in the center of a white field.

This button shall be worn in the center of a suitable officer's cap bearing an emblem of two fouled anchors crossed over each other and passing through a gold circle in the center of a blue or black background with the anchor flukes down.

The Club burgee shall consist of a suitable triangular flag pennant, having a white background, a red field with its larger measurement starting at the hoist and extending outward of one third of the length of the pennant and angling down and back to the hoist. A 5 pointed blue star shall be embossed in the center of the white field. All Active Members shall be entitled to fly this pennant while they remain in good standing in the Club.

Section 2. Commodore's Flag

Shall be a blue rectangular flag with a circle of 13 white stars centered with a fouled anchor.

Section 3. Vice Commodore's Flag

Shall be a red rectangular flag with a circle of 13 white stars centered with a fouled anchor.

Section 4. Rear Commodore's Flag

Shall be a white rectangular flag with a circle of 13 red stars centered with a fouled anchor.

Section 5. Secretary's Flag

Shall be a white rectangular flag with a crossed feather pens in the center.

Section 6. Others

Such official flags as may be approved for display by the Board of Trustees.

ARTICLE 6. REPEAL OF PREVIOUS BYLAWS

These Bylaws repeal all previous Bylaws and Amendments thereto of the Olympia Yacht Club.

ARTICLE 7. AMENDMENT OF BYLAWS

These Bylaws may be amended by the membership through the following procedure:

- (1) The Board of Trustees may consider Bylaws amendments for proposal to the membership:
 - a. On its own initiative or
 - b. On recommendation in writing from any Club member eligible to vote.
- (2) An amendment may be proposed to the membership by either:
 - a. The Board of Trustees or
 - b. If within 60 days after receipt of a recommended amendment in accordance with (1)b of this Article, the Board fails to approve the amendment for proposal to the membership, the amendment may be proposed by petition signed by at least 15% of the members eligible to vote.

A petitioner shall present a copy of the proposed amendment to the Board Secretary. The Board Secretary shall verify that the petition satisfies the requirements of (1) and (2) of this Article.

- (3) The Board Secretary shall arrange for the publication of the proposed amendment in the Club's Beachcomber newsletter. The proposed amendment shall be published in the Beachcomber issue mailed at least 30 days prior to the regularly-scheduled membership meeting at which the proposal is first presented; and
- (4) The Board Secretary shall arrange for the posting of the proposed amendment. The proposed amendment shall be conspicuously posted in and around the Clubhouse for a continuous period of at least 30 days immediately prior to the regularly-scheduled membership meeting at which the proposal is first presented; and
- (5) The proposed amendment shall be approved by a two-thirds vote by ballot of the members eligible to vote and present at a regularly-scheduled membership meeting.

ARTICLE 8. INTERPRETATION OF BYLAWS

These Bylaws shall be liberally construed and enforced by the Board of Trustees to foster the purposes of the Club as expressed herein.

ARTICLE 9. RULES AND REGULATIONS

The Board of Trustees shall have the authority to promulgate, amend, or repeal, Rules and Regulations inconsistent with the bylaws and for the good of the Club, which apply to the general membership of the Club, said rules to be enclosed under the same cover with the Constitution and Bylaws. Amendments to these Rules and Regulations may be acted upon at a regularly scheduled meeting of the Board of Trustees, under the following conditions:

- (1) At least two weeks notice is given of a rule change thereof in both of two methods:
 - a. by reading of the proposed rule at the regular meeting of the membership, and
 - b. by posting the text of a rule for not less than two weeks at conspicuous places on Yacht Club property
- (2) Any interested member shall submit views in writing or orally at the Board meeting in which the proposed rules are to be adopted.