

HIDDEN HARBOR YACHT CLUB

ARTICLES OF INCORPORATION and BY-LAWS

ARTICLE I NAME

Section 1. The corporate name of this Club shall be the "Hidden Harbor Yacht Club", a Washington nonprofit corporation, of Seattle, Washington.

ARTICLE II PURPOSE

Section 1: The Club is incorporated for the purpose of serving as a social Club for members sharing a common interest in nautical activities in the greater Seattle area.

ARTICLE III MEMBERSHIP

Section 1: Membership shall be open to all persons who share *an* interest in boating and other nautical activities and shall not be restricted in any manner as to race, creed, or sex.

Section 2: The Board of Directors shall have the power to fix entrance fees and membership dues each year, but membership dues shall be limited to an amount sufficient to maintain the yearly Club activities, and no part of said membership dues or fees shall be distributed to any member or officer of the Club except for reimbursement for expenses expended on behalf of the Club as authorized by the Board of Directors.

Section 3: All applications for membership shall be subject to the requirement that each application be recommended by an active Club member and subject to approval by the Board of Directors.

ARTICLE IV

Section 1: The elected officers of the Club shall be: Commodore, Vice Commodore and Rear Commodore who shall be elected by majority vote of the members at the annual

meeting, to serve from January 1 to December 31, of each year, or until their successors are elected and qualified.

Section 2: The Board of Directors shall consist of three the elective officers, a Past Commodore and additional members numbering not more than nine nor less than seven (but always an odd number), to be appointed by majority vote of the three elected officers each year to serve one-year terms or until their successors are appointed and qualified.

Section 3: The following officers shall be appointed by majority vote of the three elected officers to serve one-year terms or until their successors are appointed and qualified: Secretary, Treasurer, Fleet Captain, and Membership Director.

Section 4: The appointive committees of the Club shall be Membership, Past Commodores Council, and such other committees as may be appointed by the Commodore and approved by the Board of Directors to conduct any authorized Club functions.

ARTICLE V POWERS AND DUTIES OF OFFICERS AND COMMITTEES

Section 1: COMMODORE. The Commodore shall command the Club, enforce the By-Laws, rules, and regulations of the Club, and shall preside at all meetings of the Club and of the Board of Directors. He or she shall sign, together with the Secretary on behalf of the Club, all contracts, bonds, and other written Instruments approved by the Board of Directors; he or she shall exercise general supervision over all the affairs of the Club; he or she shall have such other powers and perform such other duties as may be required by the By-Laws, or which may be authorized by the Board of Directors; and he or she shall be an ex-officio member of all committees. In addition to the Treasurer, the Commodore shall also have signing authority over the club's checking account in the event that the Secretary is unavailable or unable to disperse funds as needed. At the end of year, the Commodore will be responsible to transfer this signing authority to the incoming Commodore and remove their name from the signatory card at the bank.

Section 2: VICE COMMODORE. It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his or her duties as requested, and in the absence or inability of the Commodore to act, the Vice Commodore shall perform his or her duties.

Section 3: REAR COMMODORE. It shall be the duty of the Rear Commodore to assist his or her superior officers as requested, and in the absence or disability of such superior officers, to perform their duties. It shall be the Rear Commodores responsibility to confirm reciprocal moorage agreements.

Section 4: SECRETARY. It shall be the duty of the Secretary to keep a record of the proceedings of the Club and of the Board of Directors, keep a roll of the members, and a list of the names, ownership, dimensions and rig of each yacht enrolled by the

members in the Club and entitled to display the Club burgee; to keep a file of documents, records, communications and other matters connected with the Club business, and to perform such other duties usually incumbent upon such official, or essential to the proper conduct of the Club in its affairs, or which may be authorized by the Commodore of the Board of Directors.

Section 5: TREASURER. The Treasurer shall be the custodian of all of the funds of the Club and shall deposit Club monies in the bank or banks approved by the Board of Directors In the name of Hidden Harbor Yacht Club. Disbursements shall be made by the Treasurer, or in their absence by the Commodore only upon authority of the Board of Directors. He or she shall keep suitable books of account, shall make reports to the Board of Directors and to meetings of the membership of the financial condition of the Club, and shall perform such other duties as are usually incumbent upon the office or as may be authorized by the Board of Directors.

Section 6: FLEET CAPTAIN. The Fleet Captain shall function as the executive officer of the Commodore with respect to activities of the Club afloat and shall, at the discretion of the Commodore, coordinate the functions of all committees relating thereto.

Section 7: All other appointive officers shall have such powers and duties as may be directed by the Commodore.

ARTICLE VI POWERS OF THE BOARD OF DIRECTORS

Section 1: The corporate powers of the Club and control and management of the business funds and activities of the Club are vested in the Board of Directors. The Board shall meet at a regular time each month, to be fixed by the Board, and at such other times as may be directed by the Commodore or requested by any five Board members. A majority of the Board shall constitute a Quorum. The Board shall have power, by appointment, to fill any vacancy occurring in the elective officers or in its membership until the next annual election,

Section 2: The board of directors shall have the authority to allocate money for Club activities, The Commodore may approve funds not to exceed \$1000.00 for club events and or expenses. Expenses exceeding \$1000.00 need to be approved by a majority vote of the board. All expenditures are to be verified with a receipt for reimbursement.

ARTICLE VII ELECTIONS

Section 1: Any member who has paid all dues and assessments shall be entitled to vote and is eligible for office. No member shall be nominated as a candidate without their written consent.

Section 2; It shall be the duty of the Board of Directors at their May meeting to appoint a Nominating Committee of five members. The Commodore shall designate the Committee Chair.

Section 3: The Nominating Committee shall nominate one candidate for Commodore, one or two candidates for Vice Commodore and one or two candidates for Rear Commodore.

Section 4: The names of those nominated by the Nominating Committee shall be reported to the September Board meeting and be distributed to the members at least 15 days before the October Board meeting.

Section 5: Additional nominations may be made by petitions signed by five voting members. Candidates nominated by petition shall be added to the slate of candidates nominated by the Nominating Committee provided they are submitted to the Board at or before their October meeting. The Board shall approve the final ballot for printing at their October meeting.

Section 6: At least 15 days prior to the Annual meeting, the Commodore shall appoint three members as an Election Committee who shall safeguard the ballots and supervise the election.

Section 7: At least 10 days prior to the Annual meeting, the Secretary shall distribute a copy of the ballot containing the names of all the nominees and a copy of all proposed amendments to the By-Laws to the last known address of each eligible member.

Section 8: Any eligible member who will be unable to attend the Annual meeting may obtain an absentee ballot from the Secretary. Absentee ballots shall not provide for voting on any issue other than the election of officers. Absentee ballots shall be submitted to the Secretary sealed in an envelope which shall in turn be sealed in a second envelope bearing the member's name, signature, and word "Ballot". The Secretary shall deliver all envelopes containing absentee ballots received prior to 5:00 pm on the day of the Annual meeting to the Election Committee. The Election Committee shall check the names on the absentee ballots with the list of eligible members and deposit eligible ballots into the ballot box.

Section 9: The ballot box shall be open for voting from 5:00 pm until 9:00 pm on the day of the Annual meeting. The Election Committee shall tally all ballots and make its report to the next Board of Directors meeting.

Section 10: Installation of officers shall be at the December meeting.

ARTICLE VIII MEETINGS

Section 1: The annual meeting of the members of the Club shall be held on a Friday evening in November set by the Board not less than 45 days in advance, Notice shall be mailed to all voting members not less than 10 days prior to the annual meeting; providing, however, that inadvertent omission of such notice to any voting member shall not invalidate any action taken by such annual meeting. At the annual meeting, the following order of business shall be observed unless waived by a majority of the members present:

- (1) Roll Call
- (2) Reading of Minutes of Previous Meeting (3) Reports of Committees
- (4) Annual Financial Report
- (5) Unfinished Business
- (6) New Business
- (7) Election of Officers
- (8) Good and Welfare of the Club.

Section 2: A Special meeting of the members of the Club may be called by the Commodore or by the Board of Directors by giving the members entitled to vote ten days' written notice, by mail, directed to their last known address and stating the object of the meeting.

Section 3: Ten percent of the voting members shall constitute a quorum at any annual or special meetings of the members of the Club.

ARTICLE IX AMENDMENTS

Section 1: These By-Laws may be amended at any annual or special meetings of the members provided that notice of the amendment shall be given as one of the stated objects of the meeting and provided further that a copy of the proposed amendment is distributed to each member at least ten (10) days prior to such meeting. Amendments to the By-Laws may be prepared by the Board of Directors or by a petition signed by ten or more voting members.

ARTICLE X ASSETS AND PROPERTY RIGHTS

Section 1: No member of the Club shall have any right, title, or interest whatsoever in or to any of the property or assets which the Club may have or hereafter acquire.

ARTICLE XI RULES OF ORDER

Section 1: The rules contained in the most recent edition of ROBERTS RULES OF ORDER, REVISED shall govern all meetings of Members and Directors where those rules are consistent with the Articles of Incorporation, By-Laws, or special rules of order

adopted by the Board of Directors.

ARTICLE XII DISCIPLINE/REMOVAL OF MEMBERS

Section 1: Any member of the Board of Directors ("Board") may call a special closed meeting of the Board for the purpose of discussing the discipline and/or removal of a member by (1) giving all of the members of the Board and the member in question 10 days' notice of the meeting, or less than 10 days' notice if unanimously agreed by all members of the Board and the member in question, and (2) stating the purpose of the meeting. Notice of such "special" meeting may be given by mail, email, telephonically (if the member actually receives notice), or in person.

Section 2: At such "special" meeting, upon an affirmative vote of a majority of all of the members of the Board entitled to vote, the member in question may be disciplined for violating the Club Rules. At such special meeting, upon an affirmative vote of 2/3 of all of the members of the Board entitled to vote, the member in question may be removed, and his/her membership in the club terminated, for violating the Club Rules.

PURSUANT TO ARTICLE IX, SECTION 1 of the By-Laws of HIDDEN HARBOR YACHT CLUB (the "Corporation"), the following amendments to the By-Laws of the Club were adopted:

ARTICLE XIII DISSOLUTION

In the event the Club is dissolved all assets remaining after all obligations have been met are to be donated to a charity to be chosen by a majority of the Board of Directors.

ARTICLE X. ASSETS AND PROPERTY RIGHTS at their annual meeting held on November 15, 1991.

ARTICLE XI. RULES OF ORDER at their annual meeting held on November 20, 1992.

ARTICLE XII. DISCIPLINE/REMOVAL OF MEMBERS at their annual meeting held November 15, 2008.

ARTICLE XIII. DISSOLUTION and OTHER BY-LAW UPDATES at the special meeting held March 13, 2012.

NEW ADDITION TO THE BY-LAWS OF HIDDEN HARBOR YACHT CLUB

RULES OF CONDUCT

1. Members of HIDDEN HARBOR YACHT CLUB (the "Club") will at all times conduct themselves in a manner that upholds the highest standards and ideals of the Club.
2. Each Member will conduct themselves in a safe and reasonable manner, while at Club events.
3. Each Member will treat all other Members of the Club in a respectful manner, reflective of how they would want to be treated.
4. No Member will act in any way that will damage the Club's standing or reputation in the community, or with respect to other reciprocal clubs.

The Directors duly and regularly adopted the foregoing By-Laws of the HIDDEN HARBOR YACHT CLUB. This is to certify that the foregoing bylaws of Hidden Harbor Yacht Club were duly and regularly adopted by the directors of said nonprofit corporation at their Board Meeting that was held on the 14th day of November 2023.