



**EDGEWATER MARINA BOAT CLUB, INC
6500 MEMORIAL SHOREWAY WEST
CLEVELAND, OH 44102**

DEDICATED TO SAFE BOATING

OFFICER, MEMBER, AND TRUSTEE INFORMATION

**CONSTITUTION
(REVISED 2009)**

**BY-LAWS
(REVISED 2009)**

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**CONSTITUTION OF THE
EDGEWATER MARINA BOAT CLUB, INC.**

ARTICLE I - NAME: This CLUB shall be known as the EDGEWATER MARINA BOAT CLUB, INC.

ARTICLE II - PURPOSE: The purpose of this CLUB shall be to promote, protect and encourage the sport of boating; to encourage the members to become familiar with and to adhere to the rules and laws of navigation and seamanship and to promote and encourage sociability and friendship among its members.

ARTICLE III - MEMBERSHIP: The members of this CLUB shall be classified as regular members, family members, honorary members, life members or associate members and shall be restricted to persons eighteen (18) years of age or over.

MEMBERSHIP SHALL BE LIMITED AT THE DISCRETION OF THE EXECUTIVE BOARD.

ARTICLE IV - OFFICERS AND EXECUTIVE BOARD: The Executive Board of this CLUB shall consist of the following officers:

COMMODORE	VICE COMMODORE	SECRETARY
TREASURER	REAR COMMODORE	FLEET CAPTAIN
SIX (6) TRUSTEES		

ARTICLE V - MEETINGS: There shall be a general membership meeting of the EDGEWATER MARINA BOAT CLUB, INC., once each month.

ARTICLE VI - AMENDMENTS: There shall be no suspension of any part of this Constitution, although amendments to this Constitution may be proposed by the Executive Board or any member in good standing, in writing to the Secretary. After such proposed amendment is approved by the Executive Board at their next meeting, the Secretary shall read the proposed amendment at the next three (3) meetings of the membership and notify all members with the date of voting. At the third meeting, the proposed amendment may be accepted by a three-fourths vote of the membership present.

**BY - LAWS OF THE
EDGEWATER MARINA BOAT CLUB, INC**

ARTICLE I - MEMBERSHIP:

- Sec. 1.** Regular membership can be granted to a person who owns a boat and docks at Edgewater Marina. Regular membership can also be granted to a past regular member of the CLUB in good standing who owns a boat but docks elsewhere. Regular members in good standing shall have all rights and privileges of the CLUB. Regular membership shall terminate May 31 of the current membership year.
- Sec. 2.** Family membership can be granted to a person who is a spouse, significant other, child or sibling eighteen years of age or older, of a regular member in good standing. Family members in good standing shall have all rights and privileges of the CLUB. Family membership shall terminate May 31 of the current membership year.
- Sec. 3.** Associate membership can be granted to a person who does not own a boat but is associated with a regular member in good standing. Associate members in good standing shall have limited privileges of the CLUB, except those of holding office, voting at meetings or holding any right, title or interest in the property or assets of the CLUB. Associate membership shall terminate May 31 of the current membership year.
- Sec. 4.** Honorary members shall be first recommended by the Executive Board and approved by a two-thirds vote of the membership present at a regular meeting.

Honorary membership shall be granted to persons who have rendered important or distinguished service to the Nation, State or the CLUB. Honorary members shall pay no dues but shall have all privileges of the CLUB, except those of holding office, voting at meetings or of holding any right, title, or interest in the property or assets of the CLUB. Honorary membership shall terminate May 31 of the current membership year.

- Sec. 5.** Life membership—Regular or family members in good standing with 10 years or more in the CLUB, upon reaching the age of 62, shall be eligible for a life membership. A life member shall have all rights as that of a regular member. Life membership shall terminate May 31 of the current membership year.
- Sec. 6.** Applications for membership in the CLUB shall be made on forms furnished by the CLUB and endorsed by one (1) member in good standing.

All applications shall be referred to the Membership Committee and shall be accompanied by the full amount due and payable upon acceptance of the general membership. All applicants must be present and introduced at the meeting in which their membership shall be voted on. An associate or family member applicant must be accompanied by their endorsee.

A 75% affirmative vote of the general membership present and voting is required and payment of his current year's obligations shall be required before admission as a new member. He is then presented to the officers and the membership as a new member.

All new members shall serve a probationary period of ninety (90) days from date of acceptance during which time they may be expelled from the CLUB for flagrant violation of the Constitution or By-Laws, with no recourse.

Sec. 7. Voting may be by secret ballot. Results shall be announced to the Commodore.

Sec. 8. Resignation from membership shall be made in writing to the Secretary who shall present the same to the Executive Board. No resignations shall be accepted until all debts to the CLUB are paid in full.

Sec. 9. A suspended member shall have no rights or privileges of the CLUB during the term of his suspension.

Sec. 10. A member whose resignation has been accepted may return to membership in the CLUB before the yearly termination date upon two-thirds vote of the Executive Board and the majority of membership present, at the next meeting.

Sec. 11. A member who lost his membership for reasons other than resignation may be admitted to membership only by application and election as a new member.

Sec. 12. (A) Any member may be expelled or suspended for unbecoming conduct as a Gentlemen and a Yachtsman; willful disobedience of a proper order from a superior officer, or knowing disregard of the Constitution or the By-Laws; by 75% vote of the Executive Board. All charges must be submitted to the Secretary in writing and signed by the person making such charges. Notification shall be published in the next newsletter and voted upon by the regular membership at the next regular meeting.

(B) Members considered for suspension shall be given an opportunity to be heard by the Executive Board.

(C) Any officer may, for cause, be recommended to the membership for removal from office upon affirmative vote of a majority of the Executive Board members. The officer shall then be removed upon 2/3 affirmative vote from the general membership present at the next meeting.

Sec. 13. Upon death, suspension, expulsion or resignation of a new member from the CLUB, his membership and all rights there under shall terminate and revert to the CLUB. Upon dissolution of the CLUB, the CLUB's property and assets shall be distributed equally among regular members in good standing with at least five years of continuous membership.

ARTICLE II - ELECTION OF OFFICERS AND EXECUTIVE BOARD MEMBERS:

Sec. 1. The nomination of Officers and Executive Board members shall be held in the October meeting. The elections shall be held in the November meeting. The Secretary will notify all members not less than five (5) days prior to the date of the meeting.

Sec. 2. Not less than thirty (30) days prior to the date of the October meeting, the Commodore, Vice Commodore and Rear Commodore shall appoint a Nominating Committee of three (3) members, not more than two of whom shall be Executive Board members, whose duty it shall be to select from among the members in good standing one for each of the twelve offices of the

Executive Board. One of the six trustee offices will be reserved for the outgoing Commodore. Additional nominations may also be made from the floor.

- Sec. 3.** Written or verbal assurance of willingness to serve must be secured from candidates so nominated before he is voted upon.
- Sec. 4.** All officers of the Executive Board shall be elected for a term of one year.
- Sec. 5.** The Commodore shall not hold office of Commodore for more than five consecutive years.
- Sec. 6.** The office of Secretary and Treasurer may be held by one person. No other two offices may be held by one person.
- Sec. 7.** (A) The qualifications to be eligible to be elected by the membership to the office of Commodore are:
- (1) The candidate must have held a previous elected or appointed office for a period of one year.
 - (2) The candidate must be a registered boat owner, with proof of ownership and must also maintain dockage (in the water, trailer, or summer dry storage) at Edgewater Marina.
- (B) The qualifications to be eligible to be elected by the membership to the office of Vice Commodore and Rear Commodore are:
- (1) The candidate must be a registered boat owner, with proof of ownership and must also maintain dockage (in the water, trailer, or summer dry storage) at Edgewater Marina.
- (C) For all other elected or appointed offices:
- (1) The member must be in good standing for one year. In elections where there are no members with one year membership interested in running for Executive Board, except for the top three spots, the one-year standing can be waived.
 - (2) The member must be a boat owner with proof of ownership or hold a family membership.
- Sec. 8.** Voting shall be by secret ballot and the officers so elected shall hold office for the succeeding year or until their successors have been elected and qualified.
- (A) An absentee ballot may be requested, in each members' own handwriting and signature or by e-mail, from the Secretary; in case of illness, business obligations, or any other reason, not less than seven (7) days prior to the time of election.
 - (B) Members absentee return ballots must be mailed and postmarked and received by the Secretary no later than the day of the election to be valid.
- Sec. 9.** (A) All elected officers and Executive Board members must receive a majority of the valid votes cast.

- (B) A ballot to be valid cast vote will only be valid if:
 - (1) Only one clear, definite legible mark is to be placed opposite your choice of candidate in the provided square when only one is elected.
 - (2) A write-in candidate with the "X" placed opposite the candidate's name. This will be considered as a valid vote cast.

Any vote cast that the "X" is not opposite the candidate's name or opposite a write-in candidate's name will not be a valid cast vote. Ballots with just an "X" marked on it without a name is not a valid cast vote. A ballot with two "X's" on it for any one office is not a valid cast vote.

Only valid cast votes will be counted in any election.

To clarify what constitutes valid cast ballots, sample ballots will be on display the night of the election.

Sec. 10. At all elections, the Commodore shall appoint three members, excluding officers or nominees, to act as tellers.

Sec. 11. Newly elected officers shall assume the duties of their offices beginning January 1 after the annual election. All committees shall continue to act until they are discharged or successors are appointed.

ARTICLE III - DUTIES OF THE OFFICERS AND EXECUTIVE BOARD:

Sec. 1. (A) The Officers and Executive Board shall control and approve all business, policies, finances and properties of the CLUB; authorize all contracts, indebtedness and allot such sums of money to the various committees as is deemed necessary.

(B) The Executive Board shall meet at least once a month or at such other times as deemed advisable.

(C) Failure to attend three consecutive regular meetings of the Executive Board, if unexcused, shall automatically suspend such member from office and the Executive Board shall declare such office vacant. A special election by the membership shall be held to fill such an office.

(D) Recommendations and decisions of the Executive Board may be challenged by a two-thirds vote of the general membership. All challenges must be submitted in writing within thirty (30) days of the Executive Board reports.

Sec. 2. The Commodore shall be the Executive Officer; oversee the Club's fleet; preside at all CLUB meetings; sign contracts, and written instruments of the CLUB as authorized by the Executive Board, together with the Secretary and Treasurer.

Sec. 3. The Vice Commodore shall assist the Commodore and officiate in his absence and shall be the Chairman of the Membership Committee.

- Sec. 4.** The Rear Commodore shall assist the Commodore and Vice Commodore; officiate in their absence and have charge of docks and grounds. He shall be Chairman of the Safety Committee.
- Sec. 5.** The Secretary shall record the business of the CLUB and Executive Board; receive and answer all correspondence; together with the Commodore and Treasurer, sign all contracts and written instruments of the CLUB. He shall keep minutes of all meetings and shall cause such minutes to be presented to all members at all membership or executive Board meetings. He shall maintain and keep all CLUB records.
- Sec. 6.** The Treasurer shall handle the finances of the CLUB and sign all written instruments of the CLUB with the Commodore and the Secretary after approval of the Executive Board. He shall maintain records of all CLUB revenues and expenses, and shall furnish a financial report at each regular meeting. The Treasurer shall sign all checks after approval of the Executive Board or membership. One signature of the Treasurer shall be required on checks. The Secretary and Commodore shall have approval to sign checks in the Treasurer's absence.
- Sec. 7.** The role of Fleet Captain is to publicize and help facilitate boating activities, organized and sponsored by individual CLUB members who are solely responsible for their own safety and the safety of their vessel and guests.
- Sec. 8.** The Board of Trustees will provide guidance and oversight of the activities of the CLUB. The Trustees shall be guardians of this Constitution, and shall be responsible to the members to ensure that all articles and sections of this governing document are followed.
- Sec. 9.** In the event of a vacancy on the Executive Board, the Commodore shall appoint a temporary successor to fulfill the duties until a vote can be taken by general membership. The secretary shall notify all members with the date of voting.
- Sec. 10.** All Officers, Executive Board and the Entertainment Chairman shall have keys to the CLUB's shed. Keys shall be turned over to their successor in office before January 1. In case of a resignation, the resigning officer or chairman shall turn over keys immediately upon his notice of resignation.
- Sec. 11.** All records of Officers and the Executive Board shall be turned over to their successor in office at the December regular meeting. In case of a resignation, all records shall be turned over immediately upon the Officer's notice of resignation.

ARTICLE IV - DUES AND ASSESSMENTS:

- Sec. 1.** The annual dues for regular members and family members shall not be less than \$30.00 per year and thereafter due and payable before June 1. An increase in dues may be voted upon by the Executive Board.
- Sec. 2.** Initiation fees for members shall be as determined by the Executive Board.
- Sec. 3.** Any members in arrears for dues or other indebtedness to the CLUB beyond May 31 shall automatically be suspended from membership and denied the privileges of this CLUB. Any member suspended under this section may be reinstated upon payment of such indebtedness and a five dollar (\$5.00) penalty.

Sec. 4. Any member three (3) months in arrears for dues or other indebtedness to the CLUB shall automatically be expelled under this section and may be re-elected as a new member in the usual manner only after payment of all indebtedness to the CLUB. A member so re-elected shall have lost all previous seniority and shall be required to pay the initiation fee but no penalty.

Sec. 5. Life members shall pay ten dollars (\$10.00) per year, payable before June 1.

Sec. 6. Associate members shall pay not less than twenty dollars (\$20.00) per year, payable before June 1.

ARTICLE V - MEETINGS

Sec. 1. The annual meeting of the **EDGEWATER MARINA BOAT CLUB INC.** shall be the second Wednesday in November.

Sec. 2. Special meetings of the CLUB may be called by the Commodore or on receipt, of a written request to the secretary from 25% of voting members in good standing stating a reasonable purpose of such a meeting. The Secretary shall then notify the membership of such a special meeting not less than five (5) days prior to the date of such a meeting and state the purpose for such a meeting.

Sec. 3. The order of business at all meetings shall be as follows:

1. Call of meeting to order
2. Roll call
3. Elections, if in order
4. Reading and approval of minutes
5. Report of the Executive Board Chairman
6. Reading and approval of financial report
7. Report of officers
8. Report of committees
9. Applications for membership
10. Unfinished business
11. New business and correspondence.

ARTICLE VI - COMMITTEES:

Sec. 1. The Commodore shall appoint the chairman of the following committees, each committee to consist of not less than two (2) members, and appoint such other committees as may be deemed necessary. The Commodore shall be Ex-Officio member of all committees.

Sec. 2. The Auditing Committee shall examine, by January 30, all accounts and reports of the Treasurer and make a written report at the next regular or special meeting. They shall also make suggestions of how to improve the CLUB's finances.

Sec. 3. The Membership Committee shall consist of not less than one member and the Vice Commodore. They shall investigate the eligibility of all candidates for membership and shall receive, consider and treat as confidential, all information received with reference to candidates for membership. They shall make careful examinations as to their qualifications and

shall present all members with their membership applications to the general membership for final approval or disapproval.

- Sec. 4.** The Entertainment Committee shall provide such entertainment as may be directed or authorized by the Club. They shall have full charge thereof. The Executive Board must approve all expenditures of the Entertainment Committee. The Chairperson shall maintain, in conjunction with Marina Management, a schedule of events when such events reserve the EMBC pavilion facility. The chairperson will ensure all EMBC social events are sponsored by a member whom will be responsible for the coordination of such activities and shall accept itemized reports for each event. The committee shall review budget submittals for EMBC sponsored social events and make modified recommendations as deemed necessary.
- Sec. 5.** The Nominating Committee shall be selected by the general membership at the regularly scheduled August meeting. This committee will select a chairperson from among themselves. The Nominating Committee will solicit nominations for the Board from all CLUB members and will contact all nominees, each of whom must be a current club member. The Committee will report its progress at the September meeting. Candidates for offices will be published in the October newsletter. Nominations will also be accepted from the floor at both the October and November meetings.
- Sec. 6.** The Publicity Director shall have charge of all Club publicity, oversee distribution of the Club newsletter, maintain the Club's bulletin board at the marina, notify all members of all special Club meetings or events and perform all other duties incident to the office.
- Sec. 7.** The Sunshine Committee shall send greeting cards, flowers, or gifts on behalf of the Club to members experiencing significant life events such as weddings, births, hospitalizations, injuries, deaths, etc.
- Sec. 8.** The Safety Committee shall promote safe boating practices, report safety related issues to the Executive Board, and make applicable recommendations to the Marina Management. The committee may also schedule guest speakers and make safety awareness presentations to the general meeting. The Rear Commodore shall be Chairman of the Safety Committee.

ARTICLE VII - QUORUM:

- Sec. 1.** Ten percent (10%) of the voting membership shall constitute a quorum for transaction of business in any regular meeting of the CLUB.
- Sec. 2.** Twenty percent (20%) of the voting membership shall constitute a quorum:
1. For the transaction of business at the Annual Meeting.
 2. For the Election of Officers and Executive Board members.
 3. For the passage of Amendments.
 4. For voting on new members.
- Sec. 3.** Seven (7) members of the Executive Board shall constitute a quorum thereof.

ARTICLE VIII - AMENDMENTS:

Sec. 1. There shall be no suspension of any part of these By-Laws, although amendments to these By-Laws may be proposed by the Executive Board or any member in good standing, in writing to the Secretary. After such proposed amendment is approved by the Executive Board at their next meeting, the Secretary shall read the proposed amendment at the next three (3) meetings of the membership and notify all members with the date of voting. At the third (3rd) meeting, the proposed amendment may be accepted by a three-fourths (75%) vote of the membership present.

ARTICLE IX - PARLIAMENTARY AUTHORITY:

Sec. 1. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority in all matters not specified in the Constitution, By-Laws, or standing rules of the CLUB.

ARTICLE X - RULES:

Members shall be personally responsible for the conduct and safety of their guests.

Visiting yachtsmen and members of organized yacht clubs, upon being properly accredited, shall be allowed the temporary facilities of the CLUB upon approval of Edgewater Marina management.

Waste and refuse shall not be deposited in the boat harbor.

Children must not be responsible for the loss or damage of property or for any loss sustained on the premises by members or guests.

There shall be no swimming allowed within the CLUB basin (Marina basin).

Any member in good standing may use CLUB property with consent of the Commodore and Property Manager, but any damage to CLUB property shall be paid for by the user.

ARTICLE XI - ASSUMPTION OF RISK

Club members and guests participate in all activities of the Club at their own risk. Edgewater Marina, its officers and employees, and the officers of the EMBC are not responsible for the safety and well being of any member or guest while participating in a club activity. Acceptance of membership in the Club, payment of dues, or payment of an activity fee is conclusive indication by each participant that they agree to be bound by this Article XI.