

# **BYLAWS OF THE DATAW ISLAND YACHT CLUB, INC.**

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## **TABLE OF CONTENTS**

<b>ARTICLE I</b>	<b>NAME, STRUCTURE, BURGEE AND LOGO</b>
Section 1.1	Name
Section 1.2	Structure
Section 1.3	Burgee/Logo
<b>ARTICLE II</b>	<b>PURPOSE</b>
Section 2.1	Purpose
<b>ARTICLE III</b>	<b>MEMBERSHIP</b>
Section 3.1	Classes of Membership
Section 3.2	Qualifications
<b>ARTICLE IV</b>	<b>MEETINGS (General, Special, Board of Governors, Quorum)</b>
Section 4.1	General Meetings
Section 4.2	Special Meetings
Section 4.3	Board of Governors
<b>ARTICLE V</b>	<b>ELECTIONS</b>
Section 5.1	Flag Officers
Section 5.2	Nominating Committee
Section 5.3	Terms of Office
Section 5.4	Vacancy
<b>ARTICLE VI</b>	<b>DUTIES AND POWERS OF THE BOARD OF GOVERNORS</b>
Section 6.1	Duties and Powers
<b>ARTICLE VII</b>	<b>DUTIES OF THE FLAG OFFICERS</b>
Section 7.1	The Commodore
Section 7.2	The Vice Commodore
Section 7.3	The Rear Commodore
<b>ARTICLE VIII</b>	<b>DUTIES OF APPOINTED CLUB OFFICERS</b>
Section 8.1	The Cruise Captain
Section 8.2	The Sail Captain
Section 8.3	The Treasurer
Section 8.4	The Corresponding/Recording Secretary
<b>ARTICLE IX</b>	<b>DUTIES OF THE APPOINTED CHAIRPERSONS</b>
Section 9.1	The Membership Chairperson
Section 9.2	The Social Committee Chairperson
<b>ARTICLE X</b>	<b>DUTIES OF THE FISHING CAPTAIN</b>
Section 10.1	The Fishing Captain

<b>ARTICLE XI</b>	<b>DUTIES OF THE CHANTYPERSON</b>
<b>Section 11.1</b>	<b>The Chantyperson</b>
<b>ARTICLE XII</b>	<b>DUTIES OF THE STOREKEEPER</b>
<b>Section 12.1</b>	<b>The Storekeeper</b>
<b>ARTICLE XIII</b>	<b>DUTIES OF THE EDITOR</b>
<b>Section 13.1</b>	<b>The Editor</b>
<b>ARTICLE XIV</b>	<b>DUTIES OF THE WEBMASTER</b>
<b>Section 14.1</b>	<b>The Webmaster</b>
<b>ARTICLE XV</b>	<b>DUES AND ASSESSMENTS</b>
<b>Section 15.1</b>	<b>Dues</b>
<b>Section 15.2</b>	<b>Assessments</b>
<b>ARTICLE XVI</b>	<b>NAUTICAL ETIQUETTE AND FLAGS</b>
<b>Section 16.1</b>	<b>Nautical Etiquette</b>
<b>Section 16.2</b>	<b>Flags</b>
<b>ARTICLE XVII</b>	<b>COMMITTEE CHAIRPERSONS</b>
<b>Section 17.1</b>	<b>Duties</b>
<b>ARTICLE XVIII</b>	<b>VOTING</b>
<b>Section 18.1</b>	<b>Members</b>
<b>Section 18.2</b>	<b>Board Members</b>
<b>ARTICLE XIX</b>	<b>SPECIAL RULES AND PARLIAMENTARY AUTHORITY</b>
<b>Section 19.1</b>	<b>Rules and Authority</b>
<b>ARTICLE XX</b>	<b>SUSPENSION, REINSTATEMENT AND EXPULSION</b>
<b>Section 20.1</b>	<b>Suspension and Reinstatement</b>
<b>Section 20.2</b>	<b>Expulsion</b>
<b>ARTICLE XXI</b>	<b>INDEMNIFICATION</b>
<b>Section 21.1</b>	<b>Indemnification</b>
<b>ARTICLE XXII</b>	<b>AMENDMENTS TO THE BYLAWS</b>
<b>Section 22.1</b>	<b>Amendments</b>

# DATAW ISLAND YACHT CLUB, INC.

## BYLAWS

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Adopted September 13, 1993  
As amended on November 21, 2000, March 5, 2001, January 18, 2003, November 13, 2004,  
November 1, 2008, and on November 6, 2010

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### ARTICLE I NAME, STRUCTURE, BURGEE AND LOGO

#### Section 1.1 Name

This South Carolina non-profit shall be known as the DATAW ISLAND YACHT CLUB, INCORPORATED of Dataw Island, South Carolina.

#### Section 1.2 Structure

The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>, current year. The founding anniversary date of the Club shall be established as April 2, 1992 when the Dataw Island Cruising Club was formed. The Dataw Island Yacht Club was established by its Constitution and Bylaws on September 13, 1993.

#### Section 1.3 Burgee/Logo

The Club burgee shall be as depicted in Figure 1. When displayed as a logo/sign/letterhead, the triangle shall be placed with the hoist vertical, and with the inscription letter, styled and displayed in gold.

- 1.3.1 All yachts owned or exclusively controlled by current Club members, in good standing, may fly the Club burgee.
- 1.3.2 The Board of Governors shall direct other places for the Club logo/burgee to be displayed, as may be appropriate.

### ARTICLE II PURPOSE

#### Section 2.1 Purpose

The purpose and objectives for which the Club is organized and operated are:

- 2.1.1 To encourage yachting for the members.
- 2.1.2 To foster the mutual exchange of ideas and the development of common interests with respect to yachts and yachting, and for the promotion of social activities among the Club members.
- 2.1.3 To gather and disseminate such information as the members may desire.
- 2.1.4 To aid in the conduct of their yachting activities.
- 2.1.5 To encourage intellectual contact among members of the Club and the members of other associations devoted to similar pursuits.
- 2.1.6 To promote members' participation in various yachting association activities, achieved by the Club's membership in those associations.
- 2.1.7 To encourage support and participation in various yachting activities including racing and cruising.
- 2.1.8 To promote boat safety.

## ARTICLE III MEMBERSHIP

### Section 3.1 Classes of Membership

There shall be two classes of members:

- 3.1.1 Regular Members:** Regular membership shall be extended to persons in good standing, elected by the Board of Governors. A member is in good standing if:
- A. Not delinquent in the payment of any sums owed to the organization, and
  - B. During the applicable annual period of membership, not the subject of a reprimand or other disciplinary action taken by the Board of Governors pursuant to Article VI, Section 6.1.6.D, or Article XX.
- 3.1.2 Honorary Life Members:** In order to recognize Regular Members of the Club for long or extraordinary service to yachting and the Club, the Board of Governors may recommend that an individual be granted an Honorary Life Membership. At a regular or special meeting, a majority vote by the membership is required to confirm the appointment. The Honorary Life Member status is automatically extended to members in good standing who have successfully served as Commodore. Honorary Life Members shall be exempt from dues and assessments.

### Section 3.2 Qualifications

- 3.2.1** There shall be no requirements for membership in the Club, either formal or informal, that shall serve to restrict membership to any qualified applicant because of the applicant's race, religion, sex or national origin.
- 3.2.2** The Board of Governors may recommend extending or limiting the number of members or classes of membership the Club shall have. Such action requires a vote by the membership for approval.
- 3.2.3** Membership shall entitle both husband and wife or partner or individual, as member(s) to full participation in all Club activities. Guests of members must comply with the Bylaws and all the rules and regulations adopted from time to time by the DIYC Board of Governors. Members will be held responsible for their guest's behavior and, appearance.
- 3.2.4** No award, trophy, or office may be received or conferred upon, or held by, any member not in good standing.
- 3.2.5** To be eligible for election to Regular Membership, every candidate must belong to the Dataw Island Club. Exception to the above may be made with the approval of the Board of Governors.
- 3.2.6** Long-Term Renters who are paying Dataw Island Club dues are considered as Dataw Island residents during the term of their lease and are classified as DIC members for DIYC membership purposes.
- 3.2.7** A two-thirds majority vote of the Board of Governors present shall be required for election to membership.
- 3.2.8** Upon final approval by the Board of Governors, each new membership application shall be forwarded to the Membership Committee Chairperson for processing and documenting Club membership records. The approval date becomes the effective date of membership.
- 3.2.9** Should the Board of Governors reject an application, the Club Membership Chairperson will immediately notify the applicant in writing of the decision, returning all fees paid in

advance.

- 3.2.10** Annual membership shall be approved on the basis of the calendar year or remaining portion of the calendar for which dues have been paid. Any new member whose dues are received after December 1<sup>st</sup> shall be considered a member for the coming year but have no voting rights until January 1<sup>st</sup> of the coming year. Long-Term Renter members who leave Dataw during the calendar year shall have their membership terminated and shall have no residual privileges of membership.
- 3.2.11** A goal of the organization shall be to have the membership at least equally divided between Boat Owners and Non-Boat Owners. In order to qualify as a boat owner the member must at least be a partial owner of a boat. The Board of Governors shall determine the manner in which this membership goal is achieved and maintained.

## **ARTICLE IV MEETINGS (General, Special, Board of Governors, Quorum)**

### **Section 4.1 General Meetings**

General meetings of the membership shall be held at least once each year, one of which shall be known as the Annual Meeting. Notice of the time and place of holding same, along with the Proxy voting forms, shall be sent to each member at least 14 days prior thereto.

- 4.1.1** At general meetings the order of business, except as ordered by the presiding officer, shall be:
- A. Correction and Approval of Minutes.
  - B. Report of Officers.
  - C. Report of Committees.
  - D. Elections, if applicable.
  - E. Unfinished Business.
  - F. New Business.
- 4.1.2** At all meetings of the Club, twenty percent of all members in good standing including proxies shall constitute a quorum.

### **Section 4.2 Special Meetings**

Special meetings of the membership may be called by the Commodore or by the Board of Governors. Notice of time and place of holding of such meetings, along with proxy voting forms, must be sent to each member at least 14 days prior thereto. The Commodore or Board of Governors must call a special meeting of the Club when so requested in writing and signed by at least 15 members of the Club. At such meetings only the special business for which the meeting was called shall be considered. The notice shall specify said special business.

- 4.2.1** If a quorum including proxies is not present at a special meeting, the presiding officer may adjourn the meeting to a day and hour fixed by him or her, suitable notice to be sent to every regular and honorary life member of the roster ten days or more prior to the meeting. Should the meeting again fail to constitute a quorum, the matter for which the meeting was called may either be brought up at the next general meeting under the heading of "new business" or ruled "of no consequences" by the presiding officer of the special meeting that has failed to constitute a quorum for the second time, and if so ruled, the matter is to be considered closed unless reopened by petition of 15 members for a special meeting.

### **Section 4.3 Board of Governors**

Meetings of the Board of Governors shall be held at such times and places as the Commodore shall designate. Five members of the Board, as designated in paragraph 6.1.6.B, shall constitute a quorum.

**4.3.1** Special meetings of the Board of Governors may be called by the Commodore. Upon the written request of any three members of the Board, the Commodore shall call a special meeting of the Board.

**4.3.2** The Board of Governors consists of the three Flag Officers, the Treasurer, the Corresponding/Recording Secretary, the Cruise Captain, the Sail Captain, the Social Chair, and the Membership Chair.

## **ARTICLE V ELECTIONS**

### **Section 5.1 Flag Officers**

The Flag Officers shall be the Commodore, the Vice Commodore, and the Rear Commodore.

**5.1.1** The flag officers of the Club shall be chosen by ballot at the Annual Meeting of the Club. Each member in good standing shall be entitled to cast one vote, as described in Article XVIII, VOTING, for each office and a majority of the votes so cast shall be necessary to elect a candidate. The presiding officer shall appoint tellers, if required. The term of office shall begin immediately following conclusion of the Annual Meeting and will continue through the next Annual Meeting.

### **Section 5.2 Nominating Committee**

**5.2.1** Nomination of candidates for the foregoing officers shall be proposed by a Nominating Committee consisting of the following:

- A. Current Commodore, Chairman.
- B. The current Vice Commodore,
- C. Three (3) former Commodores, appointed by the current Commodore.

**5.2.2** At least one month prior to the Annual Meeting, the Nominating Committee shall notify all members of the Club of a proposed slate to be voted upon. Additional names may be added to this slate if submitted to the Nominating Committee in writing ten days prior to the Annual Meeting by any 15 members of the Club in good standing.

### **Section 5.3 Terms of Office**

The Flag Officers may not hold the same office for more than one term plus any expired term. A one year extension is possible at the discretion of the Nominating Committee after conferring with the officer in question.

### **Section 5.4 Vacancy**

In the event of a resignation or removal of an elected Flag Officer, the current year's Nominating Committee (Section 5.2.1), within 30 days of notification, will recommend a replacement to the Board of Governors. The Board of Governors will vote on the Nominating Committee's recommendation at the next scheduled Board meeting.

## **ARTICLE VI DUTIES AND POWERS OF THE BOARD OF GOVERNORS**

## **Section 6.1 Duties and Powers**

- 6.1.1** The governance of the Club shall be vested in a Board of Governors, consisting of no fewer than the Flag Officers of the Club. Additional members may be recommended from time to time, and filled from the ranks of the Regular Members, upon approval of the Board of Governors. The Board of Governors shall have the general management and control of the affairs, funds and property of the Club and all rights and powers connected therewith shall be vested in them.
- 6.1.2** The Board of Governors shall enforce the preservation of order and obedience to the bylaws, policies, rules and regulations of the Club.
- 6.1.3** At each Annual Meeting, or within 30 days thereafter, the Commodore will appoint the following officers of the Club for a one-year term:
- A. The Cruise Captain
  - B. The Sail Captain.
  - C. The Recording/Corresponding Secretary.
  - D. The Treasurer.
- 6.1.4** The Commodore will appoint the Membership Chairperson, Social Committee Chairperson(s) and such other committees and committee chairpersons as deemed necessary. These appointees may become additional members of the Board of Governors, as deemed necessary.
- 6.1.5** The Commodore shall also appoint the following for a one-year term:
- A. The Fishing Captain.
  - B. The Storekeeper(s), responsible for the Ship's Store.
  - C. The Editor(s), responsible for the monthly publication of the newsletter.
  - D. The Webmaster, responsible for keeping the Club's documents on-line.
  - E. The Chantyperson.
- 6.1.6** The Board of Governors shall perform the following specified duties:
- A. Manage all the affairs of the Club, including the election of Regular Members, and take charge of the Club property.
  - B. Hold meetings at which a quorum shall consist of at least the following members of the Board: two of the Flag Officers, the Recording/Corresponding Secretary or Treasurer, and two other members of the Board.
  - C. Keep minutes of their proceedings.
  - D. Reprimand or otherwise discipline any member whose conduct is detrimental to the welfare of the Club.

## **ARTICLE VII DUTIES OF THE FLAG OFFICERS**

### **Section 7.1 The Commodore**

- 7.1.1** Shall command the fleet, preside at meetings of the Club and Board of Governors, enforce rules and regulations and appoint chairpersons of necessary committees.
- 7.1.2** May call special meetings of the Club and shall do so at the written request of three

members of the Board of Governors or 15 members of the Club.

- 7.1.3 May call informal meetings during a cruise or social event but no business shall thereby be transacted unless it is of a temporary nature.
- 7.1.4 Shall commit to and sign contracts and agreements on behalf of the Club on matters approved by the Board of Governors.
- 7.1.5 Shall be the Flag Officer with oversight responsibility for the social activities of the Club.
- 7.1.6 Shall be the Flag Officer with oversight responsibility for the Recording/Corresponding Secretary and Treasurer.
- 7.1.7 Shall have responsibility for the Nominating Committee.
- 7.1.8 Shall have responsibility for the liaison with other organizations on Dataw (e.g., DIOA, DIC and Marina) as well as all off-island organizations.
- 7.1.9 Shall have check signing authority on all Club accounts.

## **Section 7.2 The Vice Commodore**

- 7.2.1 Shall assist the Commodore in discharging his or her duties, and in his or her absence, or in case of a vacancy of the office of Commodore, shall succeed to the functions and perform the duties which would devolve upon the Commodore for the balance of the term.
- 7.2.2 Shall be the Club's Safety Officer, including responsibility for the Club's insurance policies.
- 7.2.3 Shall make available his or her professional skill and knowledge to all Club members.
- 7.2.4 Shall advise the Board of Governors on matters of health and safety which might arise out of a proposed Club activity.
- 7.2.5 Shall be the Flag Officer with oversight responsibility for the Sail and Fishing Captains.
- 7.2.6 Shall be the Flag Officer with oversight responsibility for the Membership activities and the Ship's Store.
- 7.2.7 Shall oversee other activities as assigned by the Commodore.
- 7.2.8 Shall be a member of the Nominating Committee.

## **Section 7.3 The Rear Commodore**

- 7.3.1 Shall in the absence of the Commodore and the Vice Commodore succeed to the functions and perform the duties that would devolve upon the Commodore and Vice Commodore.
- 7.3.2 Shall be the Flag Officer with oversight responsibility for the Cruise Captain.
- 7.3.3 Shall be the Flag Officer with oversight responsibility for all Communications activities (including the Newsletter, Yearbook, Web page, DIYC E-mail List and Mail Couriers) and our Historical documents.
- 7.3.4 Shall oversee other activities as assigned by the Commodore.

# **ARTICLE VIII DUTIES OF APPOINTED CLUB OFFICERS**

## **Section 8.1 The Cruise Captain**

- 8.1.1 Shall organize, promote and direct all cruises, rendezvous, etc., conducted by the Club on land or water. Such events may be managed by standing or special committees.

## **Section 8.2 The Sail Captain**



- 8.2.1 The Sail Captain shall chair the Sail Race Committee; prepare a sailing fleet race schedule; maintain an up-to-date record of all sailing vessels in the fleet; and assist members in establishing their Performance Handicap Racing Fleet factor (PHRF), class and other handicaps.
- 8.2.2 Shall call and preside over Captain's meetings and select the members of the Race Committee and the Race Captains.

### **Section 8.3 The Treasurer**

- 8.3.1 Shall be the custodian of the Club funds and shall maintain an accurate record of all Club assets, liabilities, receipts and disbursements.
- 8.3.2 Shall upon receipt, deposit money received from Member dues, Club activities and any other source into the Club's Checking Account at a bank approved by the Board of Governors and in such separate accounts as they may prescribe from time to time.
- 8.3.3 Shall make disbursements from the Club's Checking Account in a timely manner for expenditures authorized by the Board of Governors, the Commodore or another Flag Officer, or a Board appointed Committee Chairperson for legitimate Club activities.
- 8.3.4 Shall prepare and present a Treasurer's Report at each meeting. This report must reflect at least the following information:
  - A. Revenue and Expenses for the prior month and year-to-date activities.
  - B. The Club's year-to-date Surplus (Deficit).
  - C. The Cash Balance in the Checking Account.
- 8.3.5 Shall maintain the records so that the Board of Governors may order an accounting at any time on ten days notice.
- 8.3.6 Shall file all required state and federal regulatory forms.
- 8.3.7 Shall not be related to the Commodore.

### **Section 8.4 The Corresponding/Recording Secretary**

- 8.4.1 Shall notify members of scheduled meetings.
- 8.4.2 Shall record and report the minutes of all Club general, special and Board of Governor meetings.
- 8.4.3 Shall file all documents, records, reports and communications connected with the business of the Club.
- 8.4.4 Shall keep a current set of the Constitution and Bylaws, as amended, and make these available to members upon request.

## **ARTICLE IX DUTIES OF THE APPOINTED CHAIRPERSONS**

### **Section 9.1 The Membership Chairperson**

- 9.1.1 Shall receive applications for new members.
- 9.1.2 Shall notify each applicant of acceptance or rejection.
- 9.1.3 Shall furnish a Club Directory and membership card.
- 9.1.4 Shall maintain a master list of members and keep the necessary committee chairpersons promptly informed of members not in good standing.
- 9.1.5 The Membership Chairperson, in conjunction with the Treasurer, shall invoice each member for the annual dues January 1<sup>st</sup> each year.

## **Section 9.2 The Social Committee Chairperson(s)**

- 9.2.1** Shall organize and plan a minimum of four self-supporting social and special events for the benefit of Club members and their occasional guests.
- 9.2.2** Shall arrange for posting notices, publicity and securing volunteers to assist with those activities.
- 9.2.3** Shall prepare and submit monthly reports of social activities for Board meetings.
- 9.2.4** Fees for the various events will be set to cover all expenses, unless otherwise approved by the Board of Governors. Surpluses will be promptly turned over to the Treasurer for deposit in the Club's account.
- 9.2.5** Shall add additional sub-committee members as needed to manage additional events approved by the Board of Governors.

## **ARTICLE X DUTIES OF THE FISHING CAPTAIN**

### **Section 10.1 The Fishing Captain**

- 10.1.1** Shall strive to provide a fun, educational and supportive environment for individuals of all skill levels to learn and participate in the art of fishing.
- 10.1.2** Shall hold various social and educational programs throughout the year to promote the sport of fishing and to create a network for individuals to meet each other and fish together.

## **ARTICLE XI DUTIES OF THE CHANTYPERSON**

### **Section 11.1 The Chantyperson**

Shall lead in the singing of appropriate ballads when so requested by the Commodore and may from time to time render such original compositions.

## **ARTICLE XII DUTIES OF THE STOREKEEPER**

### **Section 12.1 The Storekeeper**

- 12.1.1** Shall receive, store and sell Club memorabilia.
- 12.1.2** Shall apply storekeeping procedures and methods in arranging space, conducting inventory, establishing needs, and maintaining and preparing records and reports, as directed by the Board of Governors.
- 12.1.3** Shall develop and manage website sales of Club merchandise.

## **ARTICLE XIII DUTIES OF THE EDITOR**

### **Section 13.1 The Editor**

Shall produce the Club's monthly newsletter and the annual yearbook, if produced, and oversee distribution.

## **ARTICLE XIV DUTIES OF THE WEBMASTER**

### **Section 14.1 The Webmaster**

- 14.1.1** Shall maintain the DIYC Website containing a written and pictorial record of all of the Club's achievements, events and accomplishments.
- 14.1.2** Shall coordinate with the Board members on their individual contributions to the website and post such material in a timely fashion.

## **ARTICLE XV DUES AND ASSESSMENTS**

### **Section 15.1 Dues**

- 15.1.1** Regular members shall be assessed annual dues and other fees as established by an approval of two thirds of the Board of Governors and may be changed from time to time as needs and the best interest of the Club require: however, that the membership be notified in writing of any change in dues no less than thirty days in advance of effective date of any such change. A notification sent by e-mail to each member, and published in the Club monthly newsletter shall constitute "notified in writing".
- 15.1.2** Honorary Life Members shall not be required to pay any dues during the period of their honorary membership.
- 15.1.3** Dues are specified an annual amount and payable on January 1<sup>st</sup> and shall cover the period from January 1<sup>st</sup> to December 31<sup>st</sup>.
- 15.1.4** New members who are approved for membership after the June Board of Governors meeting will pay a prorated share (50%) of the annual dues.

### **Section 15.2 Assessments**

Upon the recommendation of an assessment by the Board of Governors, a favorable vote by two thirds of the then current membership, eligible to vote, is required for passage, at a duly called regular or special meeting or by ballot, independent of a meeting; subsequent to the matter being opened for discussion/debate at a general or special meeting, at which a quorum is present. Upon approval by the membership of an assessment, the Board of Governors, taking into account the amount of the assessment, shall determine applicable terms of payment.

## **ARTICLE XVI NAUTICAL ETIQUETTE AND FLAGS**

### **Section 16.1 Nautical Etiquette**

Nautical customs and traditions shall be observed at all times, particularly while cruising.

### **Section 16.2 Flags**

- 16.2.1** Flag officers shall fly the appropriate signal on their own yachts unless cruising with another club.
- 16.2.2** All members may fly the Club burgee unless participating in a cruise or regatta sponsored by another organization to which they belong. The burgee should be flown from the masthead, a bow staff, or under the starboard spreader under any flying courtesy flags.
- 16.2.3** Other authorized flags and pennants may be flown when appropriate.
- 16.2.4** The Club burgee may be flown by members in good standing continuously while a vessel is in commission.

## **ARTICLE XVII COMMITTEE CHAIRPERSONS**

### **Section 17.1 Duties**

- 17.1.1** The chairpersons of a standing committee shall be members of the Board of Governors and shall perform the duties assigned by the Commodore or the Bylaws. In the event the chairpersons cannot attend a Board of Governors' meeting, the chairperson may contact the Commodore to mutually select an alternative representative.
- 17.1.2** Assistant chairpersons may be selected by the chairpersons with the Commodore's approval.

## **ARTICLE XVIII VOTING**

### **Section 18.1 Members**

- 18.1.1** Regular and Honorary Life Members in good standing shall be entitled to one vote at all Club meetings, subject to the following provisions.
- A. Each family membership may cast one vote.
  - B. Individual dues paying members may cast one vote.
- 18.1.2** New members approved after the date ballots are mailed are not eligible to vote in that election.

### **Section 18.2 Board Members**

At Board of Governors meetings, all members of the Board shall be entitled to one vote. In the event more than one representative per committee is present, only one vote may be cast per committee.

## **ARTICLE XIX SPECIAL RULES AND PARLIAMENTARY AUTHORITY**

### **Section 19.1 Rules and Authority**

- 19.1.1** The Board of Governors shall have the authority to adopt and publish Club Rules and Regulations and Policies, not inconsistent with these bylaws, for the purpose of providing ways and means for the proper governance and conduct of the business affairs of the Club; and shall likewise have the authority to change same from time to time.
- 19.1.2** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (hereinafter: RONR), shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Club may adopt.

## **ARTICLE XX SUSPENSION, REINSTATEMENT AND EXPULSION**

### **Section 20.1 Suspension and Reinstatement**

- 20.1.1** Members with dues, assessments or any other debts to the Club, remaining unpaid thirty (30) days after established due date, shall be considered NOT IN GOOD STANDING and their membership in the Club shall be terminated.
- 20.1.2** A member terminated for non-payment of debt may be reinstated upon payment of debt and application to the Board of Governors, as if a new applicant.
- 20.1.3** A member may be suspended from the Club for violation of bylaws or for unbecoming conduct, by the unanimous decision of the Board of Governors, for a period of up to sixty (60) days. Such charges may be filed by the BOG or any Regular Member, in writing,

and shall be settled procedurally in accordance with RONR, or as determined by the Board of Governors.

### **Section 20.2 Expulsion**

A member may be expelled from the Club for the violation of Club Bylaws or conduct unbecoming or detrimental to the good of the Club. Such charges may be filed by the Board of Governors or any Regular Member, in writing, and shall be settled procedurally in accordance with RONR, or as determined by the Board of Governors. Any officer, committee chair or member, after due hearing, adjudged guilty of conduct injurious to the character or welfare of the Club, may be removed from office or expelled from the Club by two-thirds vote of the Board of Governors present.

## **ARTICLE XXI INDEMNIFICATION**

### **Section 21.1 Indemnification**

**21.1.1** To the extent and in the manner required or permitted by the applicable statutes of South Carolina, the Club shall, where mandated, or may, if permissive, indemnify any member of the Board of Governors, officer of the Club, committee member or other person for any liability, or reasonable expenses connected herewith, incurred when acting on behalf of the Club.

**21.1.2** The Club may purchase insurance to satisfy or supplement any of its obligations or rights.

## **ARTICLE XXII AMENDMENTS TO THE BYLAWS**

### **Section 22.1 Amendments**

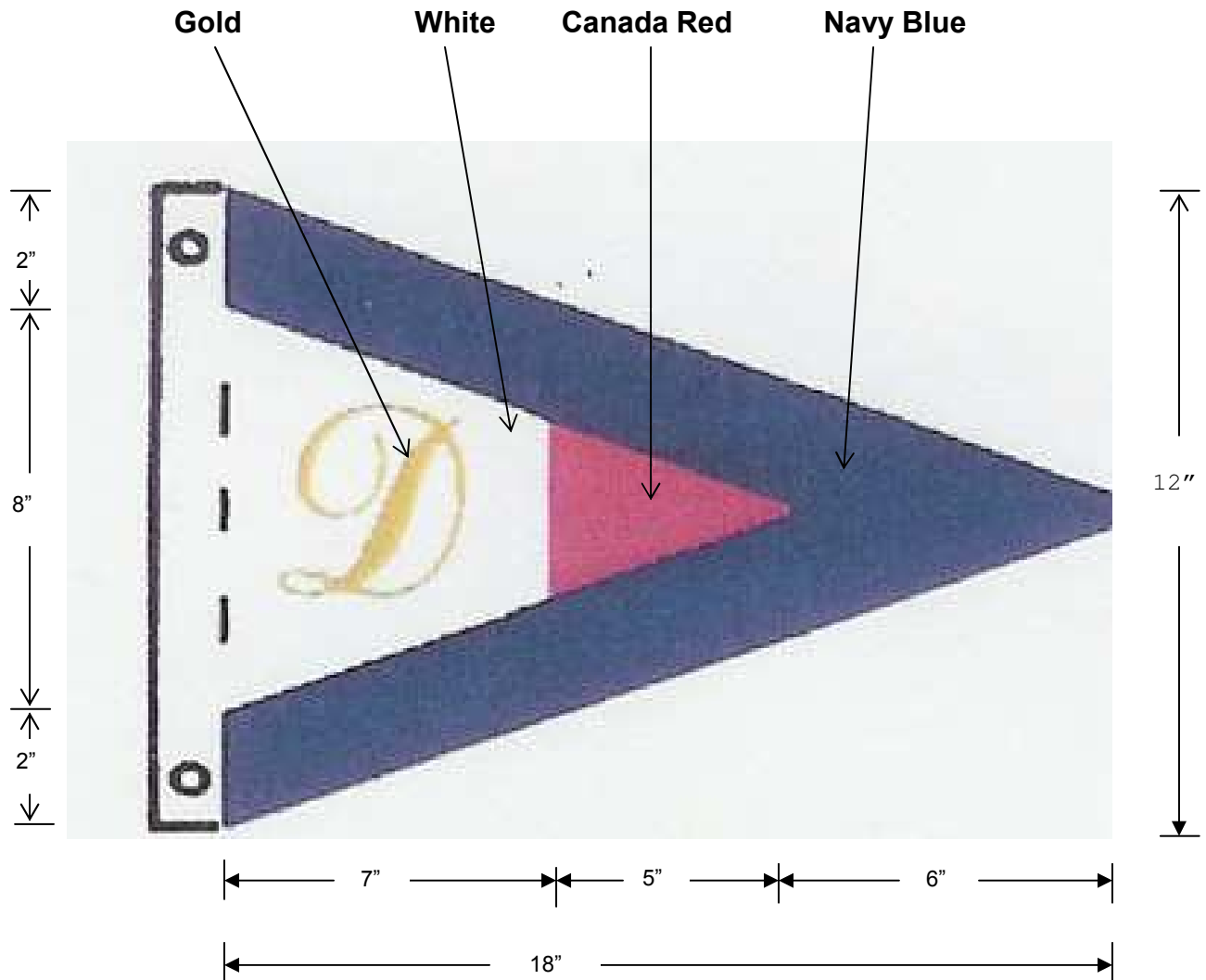
**22.1.1** These bylaws upon adoption by the Board of Governors, may be repealed, amended, or additional provisions added thereto at any General or Special meeting of the members, provided 14 days notice has been given of proposed action with the notice of the meeting to each member.

**22.1.2** Amendments to these Bylaws may be adopted by the affirmative vote of two-thirds of all members present in person or by proxy and in good standing responding to mail amendments.

**22.1.3** Corrections to the bylaws required for printing, spelling, punctuation or grammar errors, may be made, upon approval of the Board of Governors, without member approval, provided the corrections do not alter the meaning or intent of the text changed. Such corrections do not change the most current effective date, which is intended to specify the most current change/addition/deletion to the meaning of the text.

**THESE BYLAWS DATED NOVEMBER 6, 2010, SUPERCEDE ALL PREVIOUS UTTERANCES OF THE DATAW ISLAND YACHT CLUB BYLAWS DATED OR UNDATED.**

**Figure 1. Dataw Island Yacht Club Burgee**



The "D" is the HANCOCK font.