

# **WINDYCREST SAILING CLUB BYLAWS**

## **ARTICLE I - NAME AND PURPOSE**

Sec. 1. The name of this organization shall be WINDYCREST SAILING CLUB, INC. The Club was incorporated under the laws of Oklahoma on December 6, 1965, as a non-profit organization.

Sec. 2. The purpose of this organization shall be to encourage the pursuit of sailing as a recreational activity and as a competitive sport; to teach the art and rules of sailing; to engender a spirit of sportsmanship among its members, their families and within the community; to promote the teaching of the methods, techniques and sciences of sailing to both adults and young people; to develop new methods, techniques and ideas for the improvement and aerodynamics of sailing and sailing craft; and to handle and promote regattas on a local, district, regional and national basis for the racing and competition of sailing craft.

## **ARTICLE II - BURGEE**

The Club burgee shall be pennant shaped. It shall be red with a stylized letter "W" and keystone in the center of a yellow background, which is wedge-shaped to match the outer shape of the "W," as per the official sketch on file with the Club.

## **ARTICLE III - MEMBERSHIP**

Sec. 1. All applications for membership, together with all fees, shall be submitted to the Board of Governors for approval. If approved by a majority of the Board of Governors, the applicant shall be admitted to membership.

Sec. 2. Co-owners of sailboats shall apply for separate regular memberships.

Sec. 3. A sailboat in excess of 6,000 pounds displacement may not be kept or maintained on Club facilities.

Sec. 4. The Club facilities are open to all guests of any member in good standing so long as such guests are personally accompanied by the member. The Club assumes no responsibility for guests or their property.

Sec. 5. All members and their guests are required to conform to the provisions of these Bylaws and such rules of conduct as are adopted by the Club. Any member guilty of violation of the provisions of the Bylaws or Club rules or of conduct considered to be injurious to the welfare of the Club may be suspended from membership for a limited time or expelled from the Club without refund of dues by a two-thirds (2/3) majority vote of those present and voting at a meeting of the Board of Governors and Steering Committee. A quorum at that meeting shall consist of five Board members and two Past Commodores who are not members of the Board. Any member whose conduct is under review will be given ten (10) days' written notice of the charges so that they may appear and present evidence in their behalf.

Sec. 6. Annual dues for membership are due and payable in full on February 1. The Club does not accept partial payments of dues on current year dues, but does accept

payments on future year's dues. Members shall keep indebtedness to the Club current as per Article XIII Sec. 11.

#### **ARTICLE IV - FISCAL YEAR**

The fiscal year of the Club will be from February 1 to January 31, both dates inclusive.

#### **ARTICLE V - QUORUM**

Sec. 1. Two-thirds of the members of the Board of Governors shall provide a quorum for any Board meeting.

Sec. 2. Twenty percent (20%) of the qualified voting members (present or represented by proxy) shall provide a quorum for conduct of Club business at any general meeting, annual meeting or election of officers or other election. This does not apply to the alteration, adoption, or amendment of Club Bylaws. A proxy vote shall be submitted to the Commodore, Vice Commodore or Club Secretary and may be revoked if the member attends the meeting.

#### **ARTICLE VI - AMENDMENTS**

Sec. 1. Amendments to these Bylaws must be proposed at a regularly scheduled meeting of the Board of Governors, but may only be adopted by the Board of Governors at a subsequent meeting thereof. In the interim, the proposed amendments shall be made available to the membership at least twenty (20) days prior to the vote on adoption.

Sec. 2. A majority of members may also alter, amend or adopt new Bylaws at any annual or special meeting properly called. However, such Bylaws change shall be submitted in writing to the Club Secretary at least thirty (30) days prior to the meeting and shall be made available to the membership at least twenty (20) days prior to the annual or special meeting.

Sec. 3. The membership shall be notified of all amendments within thirty (30) days after adoption.

#### **ARTICLE VII - OFFICERS**

Sec. 1. The officers of the Club shall consist of the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain, Activities Captain, and the Immediate Past Commodore.

Sec. 2. The Commodore is responsible for the welfare of the Club. He/she shall preside at all meetings of the Club when present and will represent the Club at special events. The Commodore shall be chairman of the Board of Governors, a member of the Steering Committee, shall appoint such other committees as are required and will be an ex-officio member of all such committees. The Commodore will report on the Club's activities at the annual meeting.

Sec. 3. The Vice Commodore shall assume the office and title of Commodore in the case of vacancy from any cause in that office and shall assume the duties of Commodore in case of the temporary absence or disability of the latter. The Vice Commodore shall be in charge of buildings, grounds, and docks.

Sec. 4. The Rear Commodore shall assume the office and title of Commodore in the case of vacancy from any cause in that office, should the Vice Commodore not be able to do same, and shall assume the duties of the Vice Commodore in case of the temporary absence or disability of the Vice Commodore. The Rear Commodore shall develop and direct all training programs and shall be in charge of club boats.

Sec. 5. The Secretary shall keep minutes of all Club meetings, permanent records of all Club activities, and conduct all Club correspondence. The secretary will compile and distribute to all members a complete list of active members as of March 15th of the current year.

Sec. 6. The Treasurer shall be responsible for the collection of all dues and any other amounts due the Club. They will disburse Club funds in payment of properly authorized Club indebtedness except that all expenditures in excess of \$1,00.00 will have prior approval of the Board of Governors. The treasurer will make available at the annual meeting a balance sheet and statement of operations for the preceding fiscal year. Records shall be kept up to date at all times.

Sec. 7. The Fleet Captain shall be responsible for the general coordination and planning of the Club racing schedule and special Club races, the preparation of sailing instructions, and for committee boat organization and equipment (buoys, signal flags, stopwatch, etc.), and shall make arrangements for the procurement of trophies. They shall, with the approval of the Board of Governors, appoint a Race Committee Chairman and Protest Committee Chairman, and shall supervise their activities.

Sec. 8 The Activities Captain shall be responsible for the development and planning of Club social functions and non-racing sailing activities (except junior programs and training programs).

Sec. 9. The Immediate Past Commodore shall act in an advisory capacity for the Board of Governors and help represent the Club at special events.

## **ARTICLE VIII - ELECTION OF OFFICERS**

Sec. 1. All officers shall be elected at the annual meeting in October by a majority vote of the qualified voting members present or represented by proxy, provided a quorum is established per Article V, Sec. 2. They shall hold office for one year beginning November 1 or until a successor has been designated.

Sec. 2. A list of nominations for each office shall be prepared by the Board of Governors, and the membership shall be notified of these nominees at least twenty (20) days prior to the annual meeting. Additional nominations for any office may be made in writing to the Commodore or other member of the Board of Governors by any regular member. Such nominations must be submitted ten (10) days prior to the date of the annual election.

Sec. 3. Officers shall be elected by secret ballot of regular members, and a plurality of votes cast shall be sufficient for election. There will be one vote per membership, which may be cast by any one of its members.

Sec. 4. In the event of a vacancy in an office, the Board of Governors shall select a member to fill the vacancy until the following November 1st.

## **ARTICLE IX - MEETINGS**

Sec. 1. The annual meeting of the Club shall be held in October of each year.

Sec. 2. Special meetings may be called at any time by a majority vote of the Board of Governors. The Secretary shall notify all members of any such meetings at least 72 hours in advance as to permit their attendance.

## **ARTICLE X - BOARD OF GOVERNORS**

Sec. 1. The Board of Governors shall be composed of the Commodore, Vice Commodore, Rear Commodore, Secretary, Treasurer, Fleet Captain, Activities Captain, and Immediate Past Commodore. The Board of Governors shall have all the general authority to manage the affairs of the Club, regulate the conduct of its members, make commitments for capital expenditures by the Club after consultation and advice of the Steering Committee, and do all things which a Board of Governors might do for a corporation.

Sec. 2. All members of the Board of Governors shall be covered by insurance as set out in Article XIV.

## **ARTICLE XI - STANDING COMMITTEES**

Sec. 1. Standing Committees of the Club shall be the Steering Committee, the Facilities Committee, the Training Committee, the Entertainment Committee, the Race Committee, the Protest Committee, and the Publicity Committee.

Sec. 2. The Steering Committee shall be composed of the present Commodore and all Past Commodores who are still regular members of the Club. The Immediate Past Commodore shall call a meeting of the Steering Committee which shall be held before the close of that fiscal year. In the event of the failure of the Immediate Past Commodore to perform these functions, the Present Commodore shall act in his stead. The Steering Committee shall meet for the purpose of making or reviewing long range plans involving expenditures, improvements of the grounds and docks, membership qualifications, types of boats to be admitted to the Club and other matters of a long range and permanent nature. The Steering Committee shall present its written recommendations to the existing Board of Governors no later than thirty (30) days after their meeting.

Sec. 3. The Facilities Committee, under the direction of the Vice Commodore, shall supervise and control all matters relating to maintenance and repair of the buildings and improvements on the Club property and the care and maintenance of the grounds.

Sec. 4. The Training Committee, under the direction of the Rear Commodore, shall plan and conduct the training programs.

Sec. 5. The Entertainment Committee, under the direction of the Activities Captain, shall be in charge of all entertainment in connection with regattas and all special events and social functions of the Club.

Sec. 6. The Race Committee, under the direction of the Fleet Captain, shall consist of the Race Committee Chairman and the Class Fleet Captains elected by each recognized fleet in the Club. This committee shall make arrangements for and appoint the operating

officials of all regular Club races, and shall be responsible for mark placement, conduct of races, scoring and the recording and posting of race results.

Sec. 7. The Protest Committee, under the direction of the Fleet Captain, shall consist of the Protest Committee Chairman and a representative from each of the recognized fleets in the Club. This committee, with a minimum of any three (3) members, shall decide all protests resulting from regular Club races.

Sec. 8. The Publicity Committee, under the direction of the Secretary, shall be responsible for publicity of Club activities.

## **ARTICLE XII - CLASSES OF MEMBERSHIP**

Sec. 1. Regular memberships shall include all persons admitted to membership other than the five classes listed below in Sections 2, 3, 4, 5 and 6 of this Article. Regular members have full voting rights and all other rights and privileges of membership including use of the Club facilities, auto parking lot, dry storage space for one centerboard or catamaran; launching and tie-up facilities, participation in Club activities, and the right to fly the Club burgee. Such a membership shall include the spouse/partner and unmarried children under age twenty-three (23) who are members of the household. When a family member ceases to meet these qualifications, they must apply for a separate membership the following year.

Sec. 2. Associate memberships may be granted to crew members and other non-boat owners. Such memberships do not carry the right to vote, or skipper a boat, but do include the use of Club facilities. Such a membership shall include the spouse/partner and children as defined in Section 1 above. The Board of Governors, at its discretion, may regulate the number of Associate memberships. If an Associate member acquires a sailboat to be used on Club facilities, a Regular membership must be approved by the Board of Governors.

Sec. 3. Special memberships may be granted to persons under twenty-seven (27) years of age as of the beginning of the Club's fiscal year. A person may join with and retain such a membership only with a centerboard or a catamaran sailboat. Persons joining with special memberships shall enjoy all the rights to regular membership except voting or slip or mooring space. The Board of Governors, at its discretion, may regulate the number of Special memberships. Upon no longer being eligible for a special membership, a person previously joining under a special membership shall apply for a regular membership and shall be required to pay the regular initiation fee, if any, and dues as if that person were joining the Club initially.

Sec. 4. Sustaining memberships may be granted to any members by the Board of Governors in cases where the member's prolonged absence or other compelling reason makes it impossible or impractical to use the Club facilities, but who would appreciate keeping contact by receiving copies of the various communications of the Club. Sustaining memberships will be granted only to members in good standing, and such status will automatically be cancelled upon the member's return to the Club or failure to pay applicable dues. A sustaining member will receive a copy of all Club communications, but will have no further rights and privileges in the Club.

Sec. 5. Honorary memberships may be granted only in unusual and limited instances to individuals who receive the unanimous approval of the Board of Governors and the approval of a three-fourths (3/4) majority of all active members of the Club. Such memberships will be for a designated period of time. No dues will be payable.

Sec. 6. Life memberships have been granted to certain founding members of the Club. Such memberships have all of the rights of a Regular member. No dues are payable but all other fees apply.

### **ARTICLE XIII - COLLECTION OF DUES AND FEES**

Sec. 1. a. An initiation fee of \$500.00 will apply to Regular memberships.

b. The initiation fees will not apply to special memberships or associate memberships or to a former member returning to Windycrest. However, if an associate member acquires a boat to be used on Club facilities, a regular membership must be approved by the Board of Governors, and the initiation fee will be applicable at that time.

c. All dues, leases and other fees for annual renewal of memberships in the Club are payable in full on or before February 1 of each year unless otherwise provided for in other sections of Article XIII.

Sec. 2. Dues for any person initially seeking Regular or Special membership after March 1st of any year shall be prorated based on the number of full and partial months remaining in the fiscal year at the time of approval of their membership by the Board of Governors.

Sec. 3. The Annual Dues for all memberships shall be established by the Board of Governors. All Dues and Fees shall be due on or before February 1 of each year. A Regular or Special member may apply a Credit in the amount of \$200 to annuals Dues by earning the Credit in the fiscal year preceding the year in which the credit is to be used. The annual Dues Credit of \$200 may be earned by participating on one of the following opportunities:

- a. Attendance and registration at a regularly scheduled work party.
- b. Completion of a special work or service project approved by the Vice Commodore.
- c. All Past Commodores shall receive an Annual Dues Credit of \$200.00 for previous service to the Club.
- d. These Members are exempt from Annual Dues during the current service to the Club:
  - (I) members of the Board of Governors,
  - (II) those working to publish the Windword
  - (III) those working on the WSC Website; and ,
  - (IV) the Facilities Manager.

This is to compensate these members for the personal time and resources they contribute in performing the tasks and functions of their positions.

Sec. 4. Membership dues or other fees are not refundable after an application has been acted upon and approved.

Sec. 5. a. A late fee of \$25.00 will be assessed on all annual dues and fees not postmarked by February 15. An additional \$25.00 (\$50.00 total) will be assessed if not postmarked by March 1. On March 15th, memberships with unpaid dues and fees will be assessed an additional \$100.00 late fee.

b. On April 1, memberships still unpaid shall forfeit their membership in the Club for nonpayment of dues. If the membership includes slip leases, they will be canceled and property subject to removal. They shall not be entitled to membership in the Club until readmission by the Board of Governors. Forfeited memberships accumulate daily storage fees from February 1st until property is removed from the Club premises.

c. Dues and fees other than annual renewals will be due no later than 15 days from date of invoice. A late fee of \$10.00 per month or portion thereof will be assessed on late payments.

Sec. 6. Any boat, trailer, camping trailer, or other personal property that is left at the Club by a member who relinquishes his/her membership under any circumstances will be subject to a daily storage fee. The fee for any such item shall be set by the Board of Governors. Additional fees may occur for boat "haul outs," or other movement of said personal property and such fees shall be determined by the Board of Governors.

Sec. 7. Members other than regular will be charged a fee to participate in training. The fees will be determined by the Board of Governors.

Sec. 8. A fee will be assessed for the usage of all training boats. The fees will be determined by the Board of Governors.

Sec. 9. Changes to fee schedule shall be made available to membership at least 20 days prior to the vote on adoption.

#### **ARTICLE XIV - LIABILITY PROVISIONS**

All members of the Board of Governors and other parties as set out in the insurance contract shall be covered with proper policies of general liability insurance and officer's and director's insurance. Proof of insurance through current certificates of insurance shall be held by the Secretary.

#### **ARTICLE XV - CLUB RULES**

Sec. 1 All members must comply with the boating laws and regulations of the state of Oklahoma.

Sec. 2. All rules and regulations issued by the Corps of Engineers applicable to Keystone Lake are Club rules.

Sec. 3. In order to protect the best interest of all members, only those members sufficiently skilled in the operation of sail and/or powerboats may use such Club-owned equipment. Each member using Club equipment is responsible for stowing gear, sails, etc. and properly mooring the boat. All defects in equipment should be reported promptly to the Rear Commodore.

Sec. 4. The crew of a regular member shall be regarded as a guest. Such member is responsible for the guest, and such crew may not sail the skipper's boat without said

skipper (regular member) being present on the boat with said crew (guest) except in emergencies

Sec. 5. Additional rules may be adopted from time to time by the Board of Governors.

Amended September 2024