

**Lake Wallenpaupack Yacht Club  
By-Laws**

Adopted April 1960; Latest Revision August 2021

The purposes for which this Corporation is formed are as follows:

The promotion and encouragement of social activities among its members; and  
Associations in sailing, boating, yachting, fishing, bathing, outings and other refined recreations; and  
To purchase, lease, hold, rent, sell and mortgage real and personal property; and  
To do all things incidental and necessary.

Responsibility for accomplishing the purposes of the corporation resides with the officers and directors, who will henceforth be referred to as the "Board".

**Section I - Membership**

**1. Classes**

Members of the Lake Wallenpaupack Yacht Club, herein after referred to as "LWYC", shall be those persons who apply for, and are admitted to membership in the following classes:

**A. Proprietary Members**

Any individual and spouse/declared partner, age 21 years or older, who owns three or more shares of stock in LWYC Corporation who are in good standing, including all their children under age 21, children in the Armed Forces (I.D. required) and children that are full time students (I.D. required) are accorded Club privileges. Only Proprietary Members may hold elective offices in the Club. Proprietary Members are subject to the annual dues, fees and assessments which, when paid, are considered to be in good standing.

**B. Junior Members**

Any individual between the ages of 16 and 21 years not already a member who does not necessarily own stock in the LWYC Corporation. Said member may remain in junior membership status if a full time student or in the Armed Forces. Junior members will be entitled to the same privileges accorded to children of proprietary members and subject to the junior membership dues. Junior members over the age of 21 claiming to be a student must provide written verification from the school of enrollment verifying full time student status. Junior members over the age of 21 claiming military status must provide a copy of current military photo ID. Such documentation must be submitted with annual dues payment or junior membership will be forfeited.

**C. Associate Members**

Any individual and spouse/declared partner, age 21 years or older, who does not own stock in LWYC Corporation, who are in good standing, including all of their children under age 21, children in the Armed Forces (I.D. required) and children that are full time students (I.D. required) will be accorded privileges of the Club for one (1) year only and will be subject to the annual dues, fees and assessments of a Proprietary member. Associate Members may not vote at the Annual Meeting or any other special meeting.

#### **D. Inactive Members**

For a yearly fee established by the Board, members may maintain an inactive status. An inactive member in good standing may regain his proprietary status by paying the then current dues and assessments. If inactive fees are not paid, one's membership is terminated.

#### **E. Social Members**

Social members must meet the same admission requirements as proprietary members; however, they will have no initiation fee, no stock purchase, no voting privileges and no keys. Access to Club facilities is only with Club social activities or Board approval. They may park at docks if coming to Club functions by boat. They will pay annual dues and assessments as established by the Board. Total social membership is limited to 80% of proprietary membership.

#### **F. Life and Honorary Members**

Life and honorary memberships may be granted at the discretion of the Board. Life and honorary members are not subject to annual dues but shall be subject to all other assessments or fees.

### **2. Admission**

Application for new membership will be accepted for Associate, Social and Junior memberships only. A copy of a photo ID verifying name, age and current address must be submitted with any application. Applicants who meet the qualifications for membership shall be admitted, when vacancies exist, upon written application to the membership secretary on the standard LWYC form and after receiving approval, written or oral, of the Board at a regularly scheduled meeting.

At the end of the associate member's first year, the BOD will meet to determine if the associate member should be accepted as a proprietary member. This review will focus on the member's participation in the club's social activities, as well as attendance at work days (and dock days if said member has a slip/beach assignment). All dues and assessments must be paid on time.

Upon successful completion of one (1) year as an Associate member, said member shall be required to purchase at least three (3) shares of stock in the LWYC Corporation to become a Proprietary member, submit application for Social membership or forfeit membership in LWYC.

Upon successful completion of one (1) year as a Social member, said member may continue as a Social member or, by written request to the membership secretary, become a Proprietary member after paying any initiation fee and dues for said class of membership, purchasing three (3) shares of stock in the LWYC Corporation and paying any assessments in effect at that time.

Upon successful completion of one (1) year as a junior member, said member may continue as a junior member until he/she no longer meets the qualifications of a junior member. At such time, said member may continue as a social member (after paying dues for said class of membership), become a Proprietary member by formal application to the membership secretary (after paying dues for said class of membership and purchasing three (3) or more shares of stock in the LWYC Corporation) or forfeit membership in LWYC.

Upon meeting all financial requirements, no further approval is required

### **3. Member's Code of Conduct**

All members of the Club and each of his/her immediate family members agree to act with decorum and to comply with all the Club's Rules and By-Laws. Any refusal or neglect to do so, or any conduct which, in the opinion of the Board of Directors (BOD), is offensive or unworthy of a member, and injurious to the peace, order, welfare and reputation of the Club, shall place members at risk of disciplinary action. Members shall also be responsible for the actions of their guests and their compliance with Club Rules and By-Laws

## **Process for Complaint**

If any current member makes a written complaint against another member, it will be the responsibility of the BOD to determine the validity of the complaint. The commodore will appoint three members of the board to investigate the complaint and report their findings to the BOD within ten days. When the BOD receives the committee's report, it can decide to accept the recommendation and proceed to a hearing called by the commodore. It can determine that the issue does not require a hearing but may require a Letter of Censure from the BOD. It can also determine that the complaint should be dismissed.

## **Hearing Process**

The hearing will be heard according to club rules and procedures. A quorum will be required. The commodore will preside. The commodore will call a BOD Special Meeting within 10 days after receiving the BOD's recommendation. Both the claimant and the said member will be present. The claimant will present their evidence. The member will have an opportunity to be heard. The commodore will provide all parties substantial leeway in presenting any evidence necessary to their position. Based on the hearing, the BOD will determine if disciplinary action is required. The decision of the BOD must be rendered in writing within three days.

## **Termination**

Membership shall be terminated if: 1) the member notifies the Secretary in writing his/her intent not to renew membership; 2) dues have not been paid within thirty days of the due date; or 3) membership has been forfeited as a result of a duly held hearing.

## **Removal from Office**

Any officer may be removed from office with just cause at any time by an affirmative vote of at least a 2/3 vote of the BOD. The Board shall have a duty to notify the membership within five days of such action and shall take necessary steps to fill the vacancy as soon as possible.

## **Limitation of Club**

Members, their families and/or guests may attend Club events and activities entirely at their own risk and accept that:

- I) The Club as well as its Board and Officers will not be liable for any damage or loss of property belonging to members, their families and/or guests.
- II) The Club as well as its Board and Officers shall not be held liable for any personal injury arising out of attending Club events and activities, either sustained by members, their families and/or guests.

## **Indemnification**

The Board of Directors and Officers shall be defended and indemnified by the Club in respect to any and all matters in which they have acted in any capacity for the benefit of the Club. Such defense and indemnification shall include the costs and expense of defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding. Any such indemnification may be provided although the person to be indemnified is no longer a BOD of the club. However, indemnification shall not be provided for any person with respect to any matter as to which he/she shall have adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Club.

#### **4. Voting Privileges**

Voting privileges are extended to all Proprietary members in good standing who hold three (3) shares of voting stock, which entitles them to one (1) vote.

#### **5. Good Standing**

A member shall be deemed in good standing if all dues, fees and assessments have been paid. Members who have not paid all dues, fees and assessments will be denied all club privileges and their names shall be posted on the Member's Only section of the club's website. The financial secretary will advise the Board of any member who has failed to pay all of their dues, fees and assessments. Members not in good standing are not permitted on the club's property, nor may they vote at the Annual Meeting.

### **Section II - Assessments, Initiation Fee and Dues**

All annual dues, fees and/or assessments for all classes of membership shall be decided annually by the Board.

An initiation fee shall be paid by each new proprietary or associate member and by each member reinstated from inactive status that has not previously paid it. New applicants for proprietary membership who are a current junior member or a child of an existing proprietary member are exempt from this initiation fee.

Full dues must be paid by applicants accepted prior to July 31<sup>st</sup>.

Only 50% of the annual dues need be paid by applicants that are accepted between July 31<sup>st</sup> and December 31<sup>st</sup>.

### **Section III - Directors and Officers**

The immediate past Commodore/President, if no longer an elected member of the Board, shall automatically be appointed an ex-officio member of the Board for a period of one (1) year.

Any member of the Board being absent from two (2) Board meetings, in the same term of office, shall vacate his position on the Board unless the Board shall otherwise order.

#### **Directors**

The directors shall be elected by a majority vote of the voting shareholders represented at the Annual Meeting, in person or by proxy, and shall consist of four (4) members, all of whom shall be Proprietary members in the LWYC Corporation. Term of office for a director shall be two (2) years, with two (2) directors being elected each year.

#### **Officers**

There shall be seven (7) elected officers to be titled as follows:

Commodore/President, Vice Commodore/President, Rear Commodore/ Second Vice President, Secretary, Treasurer, Financial Secretary, and Membership Secretary. They shall be elected by a majority vote of the voting shareholders represented at the annual meeting, in person or by proxy, for term of one (1) year. The Board shall publish a payment schedule for those who are compensated for their services.

**The duties of the officers:**

**Commodore/President**

Shall preside over meetings of the directors; appoint and remove members of all committees; call and preside over annual and special meetings; act as ex-officio voting member of all committees; act as the chief executive officer of and maintain general control and supervision over the club affairs. He shall sign all documents pertaining to the business of the LWYC Corporation, as authorized by the Board.

**Vice Commodore/Vice President**

Shall act in place of the Commodore/President, in his absence, and shall perform other duties as he may direct.

**Rear Commodore/Second Vice President**

Shall act in place of the Vice Commodore/Vice President, in his absence, and shall perform such duties as the Commodore/President might direct.

**Secretary**

Shall record all proceedings of the LWYC Corporation including meetings of the Board, annual and special meetings and shall be responsible for maintenance of all records, supervising all publications and such duties as the president and Board may prescribe.

**Treasurer**

Shall be responsible for: receipt, custody and disbursement of funds of LWYC Corporation, the keeping of necessary accounts, a financial report to the Board at each meeting, submitting a budget for the current year at the first scheduled Board meeting of the year and shall have the authority to draw checks in the name of LWYC Corporation in accordance with existing policies and procedures as established by the Board. The fiscal year for the corporation will end December 31<sup>st</sup>.

**Financial Secretary**

Shall be responsible for maintaining the record of all members with addresses and stock holdings, the issuance of all stock and shall issue notices for and collect all dues and assessments.

**Membership Secretary**

After the membership secretary accepts an application for membership and before submitting said application to the Board for action the membership secretary shall investigate the applicant using the guidelines as established by the Board from time to time. This report must be presented to the Board before any action is taken on any application.

**Voting Privileges**

Voting privileges at meetings of the Board are extended *exclusively* to the elected and appointed Board members

**Quorum**

A quorum shall exist when two-thirds (2/3) of the voting members of the Board are in attendance. A majority of those *voting* shall preside.

**Vacancies**

With the approval of the Board, the Commodore/President may make appointments to fill an office until the next annual meeting.

### **Term of Office**

The term of office for all directors and officers begins with the new business at the first Board meeting after the annual meeting.

### **Section IV - Standing Committees**

The following standing committees shall be appointed by the Commodore/President with the approval of the Board. At least one officer or director shall serve on each committee to provide liaison services.

#### **1. House Committee**

Responsible for the care and management of the clubhouse, its contents, grounds, all structures and access roads. The following subcommittees shall be established under the house committee.

##### **A. Property Committee**

Responsible for all buildings, structures and their contents including all manner of furniture, equipment and fixtures

##### **B. Grounds and Landscape**

Responsible for the maintenance and improvement of the grounds belonging to LWYC.

##### **C. Road Association Committee**

Responsible to represent the club in all activities with the road association.

#### **2. Beach and Dock Committee**

Responsible for all property and equipment pertaining to the waterfront. This includes liaison with the sailing fleets for suggested improvements, assignment of mooring locations, dock maintenance including arranging for putting in and taking out docks, periodic moving of docks as required and recommendation to the Board for expansion of docking facilities.

#### **3. Bylaws Committee**

Responsible for proposing revisions to the bylaws, as required, to the Board.

#### **4. Budget, Finance, Insurance Committee**

Responsible for budget preparation and arranging special financing as required. The treasurer will chair this committee.

#### **5. Sailing and Regatta Committee**

Responsible to coordinate all sailing and regatta activities.

#### **6. Legal Committee**

Responsible for handling all legal matters pertaining to all club activities.

#### **7. Publicity Committee**

Responsible for all club publicity including news releases to club members and public media concerning past and pending club activities. Maintains the club website and our social media links.

#### **8. Membership Committee**

Responsible for investigating and gathering necessary information on proposed members and for submitting recommendations to the Board. Also responsible for submitting recommendations pertaining to membership drives, etc. The membership secretary will be chairman of this committee.

#### **9. Planning Committee**

Responsible for all current and long- range planning concerning the physical plant, property, buildings, etc.

**10. Social Committee**

Responsible for staffing and coordinating all social, dining and entertainment functions sponsored by the club.

**11. Audit Committee**

Responsible for the audit of the club books at the completion of the fiscal year. The audit shall be performed by a minimum of two proprietary members that are not currently members of the Board. The committee shall examine all records and accounts of the LWYC Corporation to check their accuracy and report their findings to the Board. The Secretary shall supply a complete set of minutes for said year, the Treasurer shall supply all financial records for said year and the bar steward shall supply all account records pertaining to the bar for said year.

**Section V - Meetings**

**Annual Meeting**

An annual meeting shall be held each summer close to the end of the summer season on Lake Wallenpaupack, Pike County, Pennsylvania, during the months of August or September.

**Special Meetings**

Special meetings, when deemed necessary, or upon demand in writing by fifteen (15) members using a petition to express necessity for such meeting, shall be called by the Commodore/President.

**Board Meetings**

Board meetings will be held at the request of the president as required for the conduct of corporation business.

A majority of the Board may serve written notice on the president and on all Board members to call them unto meeting and set the time and place. There shall be a minimum of four (4) Board meetings per year.

**Section VI - Amendments**

These bylaws may be amended by a two thirds (2/3) vote of all proprietary members attending an annual or special meeting either in person or by proxy, with due notice, as prescribed by law.

**Section VII - Bylaws**

The bylaws shall not supersede the Articles of Incorporation of this corporation; the sale of stock shall be governed by paragraph 6 of the Articles of Incorporation.