



Casper Boat Club

P. O. BOX 2123
CASPER, WYOMING 82602

CONSTITUTION AND BY – LAWS

**REVISED
July 2021**

**CASPER BOAT CLUB
INDEX TO CONSTITUTION AND BY-LAWS**

Article I: **NAME AND PURPOSE**
Mission and Vision

Article II: **OFFICES**

Article III: **MEMBERSHIP**
Section 1: Classes of Membership
Section 2: Election of Members
Section 3: Voting Rights
Section 4: Termination of Membership
Section 5: Resignation
Section 6: Reinstatement
Section 7: Transfer of Membership

Article IV: **FEES and DUES**
Section 1: Initiation Fee
Section 2: Dues and Other Fees

Article V: **MEETINGS OF MEMBERS**
Section 1: Annual Meetings
Section 2: Special Meetings
Section 3: Quorum
Section 4: Place of Meeting
Section 5: Notice of Meeting

Article VI: **BOARD OF DIRECTORS**
Section 1: General Powers and Duties
Section 2: Number, Term and Qualifications
Section 3: Vacancies of Directors Appointment
Section 4: Quorum
Section 5: Regular Meetings
Section 6: Special Meetings
Section 7: Compensation
Section 8: Voting Rights

Article VII: **FLAG OFFICERS**
Section 1: Election and Term of Flag Officers
Section 2: Succession to Vacancies

Section 3: Removal of a Flag Officer
Section 4: Flag Officers and Duties

Article VIII: AMENDMENTS TO BY-LAWS

CONSTITUTION AND BY-LAWS OF CASPER BOAT CLUB
(Revised June 2021)

ARTICLE I. NAME, PURPOSE, SEAL, MISSION, VISION

Section 1. Name.

The name of this non-profit corporation shall be CASPER BOAT CLUB.

Section 2. Purpose.

The purpose for which this corporation is formed is to promote and further interest in safe pleasure boating. The Casper Boat Club is membership-owned and operated for the convenience of its members.

Section 3. Seal.

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words *“Corporate Seal of Casper Boat Club.”*

Section 4. Mission.

The mission of the Casper Boat Club is to provide our members a safe boating/sailing environment along with dining experiences and entertainment on land and water to enrich the lives of families and to create lasting friendships and community relationships.

Section 5. Vision.

The boat club envisions members to have a multi-generational legacy experience.

ARTICLE II. OFFICES

Section 1. The principal office of the Corporation shall be in the City of Casper, County of Natrona, State of Wyoming.

ARTICLE III. MEMBERSHIP

Section 1. Types and classes of Membership.

The Casper Boat Club shall have two (2) types of membership, REGULAR and ASSOCIATE.

REGULAR members are entitled to vote, serve on the Board of Directors and enjoy all the privileges of the Club.

ASSOCIATE members are not entitled to vote or serve on the Board of Directors; but may otherwise enjoy the privileges of a Regular membership as well as those unique to the class of membership assigned.

The Casper Boat Club prohibits unlawful discrimination against members on the basis of age (40 and over), race, sex, color, religion, national origin, disability, genetic information, or any other applicable status protected by federal, state, or local laws.

See Policies and Procedures for Classes of Memberships, Guests of Members and Membership Cards

Section 2. Election of Members.

Members shall be elected by the Board of Directors without discrimination as to sex, creed or racial origin, but shall be persons of good character. To qualify for membership, an applicant must pay all initiation fee, annual dues and fees in an amount specified by the Board of Directors. Each applicant shall present to the Directors a completed application. The application shall be accompanied by a payment for the full amount of the initiation fee. The balance of the dues, and other required fees, must be paid within fifteen (15) days of the member's acceptance. An affirmative vote of two-thirds (2/3) of the Directors shall be required for election of members.

Section 3. Voting Rights.

Only Regular members shall be entitled to vote on matters submitted to a vote of the membership. Each **membership** is entitled to one (1) vote.

Section 4. Termination of Membership.

A member may be reprimanded, suspended, and/or expelled for due cause by a two-thirds (2/3) vote of the Board of Directors. Cause may be, but is not limited to:

- A. Non-payment of dues or other indebtedness to the Club.
- B. Violation of the By-Laws or House Rules of the Club.
- C. Any behavior determined by the Board of Directors that is not in keeping with the established behavioral norms of the Club and society in general.
- D. A member who is expelled from the Club shall not be permitted to reapply for membership for a period of two (2) years from the date of expulsion. If accepted back into the Club, the member will be treated as a new applicant.

Section 5. Resignation.

A member may resign by filing a written resignation with the Secretary. However, such resignation shall not relieve the member of the obligation to pay all dues, assessments or other charges incurred and unpaid.

Section 6. Reinstatement.

Upon written request of a former member filed with the Secretary, the Board of Directors may reinstate such former member upon such terms as the Board of Directors deem appropriate by two thirds (2/3) affirmative vote.

Section 7. Transfer of Membership.

Membership in this Corporation is not transferable or assignable.

ARTICLE IV. FEES AND DUES

Section 1. Initiation Fee.

Newly selected members shall pay an initiation fee as designated by the Board of Directors. The initiation fee is to be used exclusively for capital improvement or building fund and may not be placed in the general fund.

Section 2. Dues and Other Fees.

Members shall pay dues and other fees as designated by the Board of Directors. Dues may be payable on or before the first day of January of each year and shall be considered delinquent if not paid by March 1.

See Policies and Procedures for billing, assessments, cash payments, account default, etc.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting shall be held at the facilities of the Casper Boat Club at Alcova Lake in Natrona County, Wyoming on a date and time designated by the Board of Directors in their August meeting. The annual meeting must take place between the dates of August 15 and September 15 of the current year. The purpose of this meeting will be to inform the membership of the financial status of the Club, inform members of revisions to the By-Laws and Policies and Procedures, elect Directors and transact other business that may come before the meeting.

Section 2. Special Meetings.

The Commodore or in his/her absence the Vice-Commodore, or any five (5) members of the Board of Directors, or Twenty-five (25) members by written request, may call a special meeting of the membership.

Section 3. Quorum.

At any meeting of the Club's voting members, ten percent (10%) of the total voting membership shall constitute a quorum. Except as otherwise specifically provided herein, questions presented at any membership meeting shall be decided by the majority of those present and voting. **Proxy votes are not allowed.**

Section 4. Place of Meeting.

All regular meetings of the members of the Club will be held at the Casper Boat Club. However, for reasons sufficient to the Board of Directors, a meeting may be held elsewhere in which case the Board of Directors shall designate the place.

Section 5. Notice of Meeting.

A notice stating the place, day and hour of any meeting of members shall be sent to each member not less than ten (10) or more than fifty (50) days before the date of such

meeting. In case of a special meeting, or when required by statute or by these By-Laws, the purpose(s) for which the meeting is called shall be stated in the notice.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers and Duties.

The affairs of the Corporation shall be managed by a Board of Directors who shall have general charge of the affairs, funds and property of the Club. They shall have full power to carry out the purposes of the Club according to its Charter and By-Laws. The Board of Directors may appropriate and expend monies of the Club and shall audit and approve same.

Section 2. Number, Term and Qualifications.

The number of Directors shall be nine (9), three elected each year with the term of the officer being three (3) years. After their election at the annual meeting, the new Director, shall not take office nor have voting power until the following January 1st. Newly elected Directors shall begin attending the Board of Directors meetings at the next regularly scheduled meeting following the election. Any Regular member is eligible to serve on the Board of Directors.

See Elections in Policies and Procedures

Section 3. Vacancies of Directors and Appointment.

Any vacancy occurring on the Board of Directors shall be filled by a member elected by majority vote of the Board. The Director elected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

Section 4. Quorum.

A quorum of the Board of Directors shall consist of four (4) members thereof plus the presiding officer, who must be the Commodore, Vice Commodore, Secretary or Treasurer.

Section 5. Regular Meetings.

Monthly: The Board of Directors shall hold a monthly meeting for transacting the business of the Club.

Annual: The regular meeting of the Board of Directors shall be held immediately prior to the regular Board of Directors January meeting.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called at the request of the Commodore or any four (4) Directors. The Directors authorized to call a special meeting of the Board shall fix a time and place for the meeting. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the scheduled time.

Section 7. Compensation.

Directors and their immediate relatives may not be compensated for their services to the Casper Boat Club without the approval of two-thirds (2/3) of the Board of Directors. Any employee of the stewards, paid by and responsible to them, shall be an exception.

Section 8. Voting Rights.

Directors present physically or electronically at a regular or special meeting shall be entitled to vote on issues arising at said meeting. Issues arising outside of a regular or special meeting, and discussed via electronic or voice media, may be voted on via electronic media (ex. email, text, etc.) provided the quorum (Art VI, Sect 7) standards are met. Proxy votes shall not be allowed or accepted.

ARTICLE VII FLAG OFFICERS

Section 1. Election and Term of Flag Officers.

The election of Flag Officers for the calendar year shall be held by the Board of Directors before the January Board Meeting. Most of the Directors shall be required to elect a Flag Officer.

Section 2. Succession to Vacancies.

The Vice-Commodore shall succeed the Commodore if the Commodore is unable to continue for reasons of resignation, transfer, health, death, suspension or expulsion. If any other Flag Officer is unable to continue for reasons mentioned above, the Board of Directors shall elect a replacement to serve the remainder of his/her term.

Section 3. Removal of a Flag Officer or Director.

The Board of Directors shall have the power by a vote of two-thirds (2/3) of all the Directors thereof to remove a Flag Officer and/or Director of the Club for cause or for any reasons as contained in the By-Laws or Policies and Procedures.

Section 4. Flag Officers and Duties.

The Flag Officers of the Corporation shall be the Commodore, Vice Commodore, Secretary and Treasurer. *See Policies and Procedures for Standing Committees and Committees-at-Large.*

A. COMMODORE: The Commodore shall be Chairman of the Board of Directors and shall preside at all meetings of the members of the Club and of the Board of Directors. He/she shall appoint all Chairmen of the Standing and Committees-at-Large. He/she may vote at any meeting of the members or Directors that he/she deems necessary. In his/her absence, the Vice Commodore shall perform his/her duties. The Commodore may not succeed him/herself in office, however, he/she may hold office more than once. The Commodore shall be entitled, along with the House Committee Chairman, to supervise the stewards and/or manager.

B. VICE-COMMODORE: In the absence of the Commodore, the Vice-Commodore shall perform his/her duties. Should the Vice-Commodore not be present at any meeting, the Secretary or Treasurer shall preside. Unless the Commodore selects a different board member, the Vice-Commodore shall be the Chairman of the House and Stewardship Committee and assume all responsibilities associated with that title.

C. TREASURER: The Treasurer shall: 1) collect, hold and disburse, under the direction of the Board of Directors, all monies of the Club; 2) be charged with the duty of collection of all money due to the Club from members thereof and all other sources; 3) keep or cause to be kept regular books of accounts and submit a statement of his/her accounts at the monthly meeting of the Board of Directors; 4) exhibit to the Board of Directors before each annual meeting a full account of the receipts and disbursements during the fiscal year last past in which the items shall be given in detail, particularly showing sums received from the members and the account on which same were paid and all disbursements made during the fiscal year which shall be supported by vouchers. The Board of Directors shall examine said reports and vouchers therewith submitted, and if found correct, shall present it to the Club at its annual meeting in conjunction with their report; 5) Upon request from the Board of Directors, fully report the status of all members of the Club stating who has been or is under suspension for being delinquent and who had subjected his/her membership to forfeiture; 6) shall keep the books in which he/she shall record all suspension of the credit of members for non-payment of dues or other monies due and the date thereof; 7) deposit all monies of the Club in the name of the Club with some bank or banks in the City of Casper, to be designated by the Board of Directors; 8) give a bond for the faithful performance of his duties in the amount, in the form and with sureties to be approved by the Board of Directors. Unless the Commodore selects a different board member, the Treasurer shall be the chairman of the Finance and Budget Committee and assume all responsibilities associated with that title. The Treasurer may with the approval of the Board of Directors, hire a paid, qualified outside assistant to help him/her duties as above set forth.

D. SECRETARY: The Secretary shall: 1) keep a record of the minutes of all meetings of the members of the Club and of the Board of Directors; 2) shall give notice of all regular and special meetings to the members of the Club and to the members of the Board of Directors of all meetings of said Board; 3) shall have custody of the Seal of the Club and shall keep a record of all the Officers and members thereof in addition to their addresses; 4) shall notify new members of their election to membership; 5) shall also be charged with the performance of any duties imposed upon him/her by the By-Laws or the Board of Directors. Unless the Commodore selects a different board member, the Secretary shall be the chairman of the Membership Committee and Entertainment Committee and assume all responsibilities associated with that title. The Secretary may with the approval of the Board of Directors, hire a paid, qualified outside assistant to help him/her with his duties as above set forth.

ARTICLE VIII. AMENDMENTSTO BY-LAWS

Except as otherwise provided by law, these bylaws may be amended at any Regular Meeting of the Board or at any Special Meeting called for that purpose, provided that written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting. The Notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the By-Laws and shall contain or be accompanied by a copy or summary of the amendment(s) or state the general nature of the amendment(s). Amendments shall require a vote of two-thirds (2/3) of the Directors present at a duly constituted meeting.