

**AMENDED & RESTATED BYLAWS  
OF THE  
SALTY DOG SAILING CLUB, INC.  
May, 2009**



The following are the Bylaws of the Salty Dog Sailing Club, Inc., (the Club); a Colorado Nonprofit Corporation.

**ARTICLE I — CORPORATE AND REGISTERED OFFICES**

The principal office of the Corporation shall be located at the current commodore's mailing address, or at such other address as the Board of Directors may designate.

The Corporation may have such other offices, branches, subsidiaries, or divisions at such other places, either within or outside Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but need not be, identical with the Corporation's principal office, if in Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II — MEMBERSHIP AND DUES**

**Section 1. — Membership**

Membership in the Corporation will be set forth as follows:

- a.) Membership shall be open to adults eighteen (18) years of age and over. Only persons who have paid dues and who have signed an Application for Membership and a Waiver of Liability for the current calendar year shall be considered a "Member." Members will be required to abide by the Articles of Incorporation and the Amended & Restated Bylaws and Policies & Financial Guidelines of the Club. Membership in the Club may be denied or revoked in the case of 1.) nonpayment of dues; 2.) any actions that jeopardize the safety or welfare of the Club or its Members or guests as determined by the Board of Directors or as stated in the Club's Policies & Financial Guidelines.

- b.) The Board of Directors shall have the right to refuse any Application for Membership for any reason which to them shall seem sufficient, provided that such refusal is by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present. No Application for Membership will be refused on the basis of race, color, creed, national origin, sex or handicap, pursuant to the antidiscrimination policy as set forth in the Articles of Incorporation of this Corporation
- c.) Any person that does not qualify under Article II, Section 1, Paragraphs a and b, is considered a guest. A guest must sign a Waiver of Liability prior to attending each Club activity. No guest under the age of 18 shall be allowed at a sailing event.

## **Section 2.— Dues**

- a) The Board of Directors may establish annual membership dues, which dues shall be for the calendar year.
- b) The collection of dues is solely for the financial operation of the Club and the provision of a Club Newsletter and does not include any other benefits either stated or implied.

## **ARTICLE III — MEETINGS OF MEMBERS**

### **Section 1.— Annual Meeting**

The annual meeting will be held in November of each year, the time and date to be set by the board of directors for the purpose of electing the Board of Directors and for the transaction of such other business as may properly come before the membership. Any change in the meeting date shall be published to the members via e-mail at least 21 days prior to the new meeting date. If the election of any new board members does not occur at the annual meeting, elections will be held at the next general membership meeting.

### **Section 2. — Special Meetings**

Special meetings of the Members, for any purpose, other than social meetings, unless otherwise prescribed by statute, may be called by the President, or the Executive Committee, or the Board of Directors, or five percent (5%) of the Members; by the giving of notice in writing or e-mail as hereinafter described.

### **Section 3. — Place of Meeting**

The Members may designate any place, either within or outside Colorado, as the place for any Annual Meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either within or outside Colorado, as the place for such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the Board of Directors, the place of meeting shall be the registered office of the Corporation in Colorado.

### **Section 4. — Notice of Meeting**

Written or printed notice stating the place, day, and hour of the meeting, and, in case of a special meeting or as otherwise required by the Colorado Nonprofit Corporation Act, the purposes for which the meeting is called, shall be e-mailed to members not less than ten (10) days nor more than fifty (50) days before the date of the meeting, or by mail to those members not having e-mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, except to the extent that a longer notice period is required by the Colorado Nonprofit Corporation Act. If mailed, such notice shall be deemed to

be delivered three (3) days after it is deposited in the United States mail, addressed to the Member at his address as it appears on the books and records of the Corporation, with sufficient postage thereon prepaid. No notice need be sent to any Members of record if a letter mailed to the last known address of such Member have been returned as can not be delivered, until such time as another address for such Member is provided to the Corporation by such Member. In order to be entitled to receive notice of any meeting, a Member shall advise the Corporation in writing of any change in such Member's mailing address as shown on the Corporation's books and records.

A quorum at any annual or special meeting of the Members shall consist of the representation, in person or by proxy, of ten percent (10%) of the membership then entitled to vote. In the event a quorum be not present, the meeting may be adjourned by those present to a time not less than ten (10) days nor more than thirty (30) days thereafter; and no further notice of the meeting or its adjournment shall be required.

### **Section 5.— Voting**

Voting shall be as follows:

- a) At all meetings of the Members, voting may be by viva voce; but, prior to a vote being taken, any Member may demand a vote by ballot. A Member may vote through a proxy appointed by a written instrument, manually signed by the Member or his duly authorized attorney-in-fact, and bearing a date of not more than eleven (11) months prior to the date of the vote being cast.
- b) Each Member shall be entitled to one vote at any meeting of the Members of the Corporation.
- c) Except as otherwise proscribed by the laws of the State of Colorado or by these Bylaws, a majority of the votes cast on a matter voted upon by the Members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of the matter.
- d) Absentee ballots will be accepted from voting Members who are unable to attend the meeting when the voting is scheduled to occur.
- e) Absentee ballots containing the specific text of the proposal (for election of officers or amendments to the Bylaws) shall be published in the Club Newsletter and mailed or e-mailed to the voting Members at least fifteen (15) days prior to the meeting when the voting is scheduled to occur.

### **Section 6.— Action Taken Without Meeting**

Any action required to be or which may be taken at a meeting of the Members of the Corporation may be taken without a meeting if a consent waiver in writing or e-mailed, setting forth the action so taken, shall be signed by a quorum of the Members entitled to vote with respect to the subject matter thereof.

### **Section 7.— Order of Business**

The order of any business meeting of the Members shall be as follows:

1. Calling the meeting to order.
2. Calling of roll/Verification of quorum.
3. Proof of notice of the meeting.
4. Report of the secretary of the Members represented at the meeting and the existence or lack of a quorum.
5. Reading of minutes of last meetings and disposal of any unapproved minutes.
6. Reports of officers.

7. Reports of committees.
8. Election of directors, if appropriate.
9. Unfinished business.
10. New business.
11. Adjournment.

## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section 1.— General Powers**

The Board of Directors shall constitute the policy-making or legislative authority of the Corporation. Management of all the affairs, property, and business of the Corporation shall be vested in the Board of Directors, which shall consist of not less than three nor more than nine individuals, who shall be elected at the Annual Meeting of Members at which a quorum is present, by a majority vote of the Members for a term of one (1) year and shall hold office until their successors are elected and qualify. Directors shall have all powers with respect to management, control, and determination of policies of the Corporation that are not limited by these Bylaws, the Articles of Incorporation, or the Statutes of the State of Colorado, and the enumeration of any power herein shall not be considered a limitation of general powers.

### **Section 2.— Change in Numbers**

The number of Directors, may be increased or decreased from time to time by amendment to these Bylaws. Any increased number of Directors shall be elected by the Members at the next regular annual meeting or at a special meeting called for that purpose.

### **Section 3.— Vacancies**

Any vacancy occurring in the Board of Directors may be filled by the majority vote at a meeting of the Board of Directors called for that purpose at which a quorum is present in person or by proxy. The Directors elected to fill vacancies shall hold office for the unexpired terms of their predecessors and until their successors are elected and qualified.

### **Section 4. — Regular Meetings**

A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after and at the same place as, the Annual Meeting of Members or any special meeting of Members at which a Director or Directors shall have been elected. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

### **Section 5.— Special Meetings**

A special board of directors meeting may be held if all board members are notified by us mail or e-mail and a quorum of directors has responded in the affirmative.

### **Section 6.— Notice**

Notices of both regular and special meetings, except when held by unanimous consent or participation, shall be mailed or e-mailed by the Secretary to each Member of the Board not less than three (3) days before any such meeting, and notices of special meetings shall state the purposes thereof. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.

## **Section 7. — Quorum**

A majority of the number of Directors fixed by Article IV, Section 1, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **Section 8. — Manner of Acting**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **Section 9. — Executive Committee**

The Board of Directors, by resolution adopted by a majority, may designate two (2) or more Directors to constitute an Executive Committee, which Committee, to the extent provided by such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation; but the designation of such Committee and the delegation of authority thereto, shall not absolve the Board of Directors of any responsibility imposed on it by law. Each such committee shall keep a written record of its acts and proceedings and shall submit such record to the Board of Directors at each regular meeting thereof and at such other times as requested by the Board of Directors.

## **Section 10.— Order of Business**

The order of business at any regular or special meeting of the Board of Directors, unless otherwise prescribed for any meeting by the Board of Directors, shall be as follows:

1. Establish the existence of a quorum.
2. Reading and disposal of any unapproved minutes.
3. Reports of officers and committees.
4. Unfinished business.
5. New business.
6. Adjournment.

## **Section 11.— Remuneration**

No stated salary shall be paid to Directors for their services as such. Nothing herein contained shall be construed to preclude any Director from receiving compensation for serving the Corporation in any other capacity, or from receiving a reimbursement for expenses reasonably incurred by the Director on behalf of the Corporation, subject to such resolutions of the Board of Directors as may then govern receipt of such compensation.

## **Section 12.— Action by Directors Without a Meeting**

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent (or counterparts thereof) in writing or emailed, setting forth the action so taken, shall be signed or confirmed by return e-mail by a quorum of the Directors entitled to vote with respect to the subject matter thereof.

## **Section 13.— Removal of Directors**

The entire Board of Directors or any lesser number may be removed, with or without cause, by a vote of a majority of the Members present in person or by proxy then entitled to vote at

an election of Directors provided that full compliance has been met with the notice provisions of Article III, Section 4 above.

## **ARTICLE V - THE BOARD OF DIRECTORS & OFFICERS**

The Board of Directors of the Corporation shall consist of: Commodore; Vice Commodore; Treasurer; Membership Coordinator; On the Water Coordinator; Dry Land Coordinator; Newsletter Editor and Secretary, of which offices, except Commodore and Secretary, may be combined and held by one person. Such Director shall hold office until their successors are elected and qualify. The Board of Directors may appoint such other subordinate Officers as it deems desirable from time to time. Subordinate Officers shall serve during such terms as may be fixed by the Board, and such Officers may be terminated at any time by the Board of Directors at a duly held meeting.

The elective Board of Directors of the Corporation are:

1. Commodore — President;
2. Vice Commodore — Vice President;
3. Financial Coordinator — Treasurer;
4. Membership Coordinator — Vice President;
5. On the Water Coordinator — Vice President;
6. Dry Land Coordinator — Vice President;
7. Newsletter Editor — Vice President; and
8. Secretary
9. Webmaster

### **Section 1.— Commodore — President**

The Commodore — President, shall preside at all meetings of the members and at all meetings of the Board of Directors. The Commodore shall be generally vested with the power of the chief executive officer of the corporation as authorized by the Board of Directors, and shall have the power to do all things proper and necessary for the operation of the corporation, including the power to withdraw and remove moneys, securities and other effects from corporate accounts and deposits, with such limitations and conditions as the Articles of Incorporation, the Bylaws, the Board of Directors, and the laws of the State of Colorado may prescribe from time to time; and shall perform the following functions:

1. Conduct Board meetings.
2. Conduct general meeting.
3. Enforce the Bylaws and Policies & Financial Guidelines of the Corporation.
4. Be the main speaker at the Landlubbers' Awards Banquet.
5. Be Corporation representative to any other organizations.
6. Vote only in case of tie on all decisions affecting the operation of the Corporation.

### **Section 2.— Vice Commodore — Vice President**

The Vice Commodore — Vice President, shall perform all the duties of the Commodore, if the Commodore is absent or for any other reason is unable to perform the duties of Commodore. The Vice Commodore shall perform other duties as the Board of Directors shall authorize or direct; and shall perform the following functions:

1. Organize the Annual Meeting of the Members.
2. Plan the programs at the monthly meetings.
3. Be a voting member of the Board of Directors.

### **Section 3.— Financial Coordinator — Treasurer**

The Treasurer — Vice President, shall have custody of all moneys and securities of the Corporation and shall have supervision over the regular books of account. The Treasurer shall deposit all moneys, securities, and other valuable effects of the Corporation in such banks and depositories as the Board of Directors may designate and shall disburse the funds of the Corporation in payment of just debts and demands against the Corporation, or as they may be ordered by the Board of Directors, shall render such account of the transactions as may be required by the President or the Board of Directors from time to time and shall otherwise perform such duties as may be required of him by the Board of Directors; and shall perform the following functions:

1. Be in charge of keeping the financial ledger and the checking account for the Corporation.
2. Make deposits, write and disburse all checks.
3. Record and resolve individual trip reports. Also help event coordinators set event fees and prepare event financial reports, if necessary.
4. Give monthly financial statement in writing to the Board at each monthly meeting.
5. Be a voting member of the Board of Directors.

### **Section 4.— Membership Coordinator — Vice President**

The Membership Coordinator — Vice President, shall have such duties as the Board of Directors shall authorize or direct, including keeping current the membership rolls. The Membership Coordinator shall perform such other duties as the Board of Directors shall authorize or direct; and shall perform the following functions:

1. Receive all new membership applications and dues.
2. Keep an application on file of all Members.
3. Be responsible for updating addresses and phone numbers of all Members.
4. Provide a membership roster semi-annually to the Board of Directors.
5. Be a voting member of the Board of Directors.

### **Section 5.— On the Water Coordinator — Vice President**

The On the Water Coordinator — Vice President, shall have such duties as the Board of Directors shall authorize or direct; and shall perform the following functions:

1. Secure and supervise coordinators for all on the water events for the year.
2. Provide the event coordinators with assistance and instruction packets.
3. Be a voting member of the Board of Directors

### **Section 6. — Dry Land Coordinator — Vice President**

The Dry Land Coordinator — Vice President, shall have such duties as the Board of Directors shall authorize or direct; and shall perform the following functions:

1. Secure and supervise coordinators for all Dry Land Events.
2. Provide the event coordinators with assistance and instruction packets.
3. Be a voting member of the Board of Directors.

### **Section 7.— Newsletter Editor — Vice President**

The Newsletter Editor — Vice President, shall have such duties as the Board of Directors shall authorize or direct; and shall perform the following functions:

1. Publish and distribute the monthly newsletter to all Members prior to the monthly meetings.
2. Publish the membership roster.
3. Be a voting member of the Board of Directors.

### **Section 8.— Secretary**

The Secretary shall issue notices of all meetings of Members and directors, shall keep minutes of all such meetings, and shall record all proceedings. The Secretary shall have custody and control of the corporate seal, if any. The Secretary shall make such reports and perform such other duties as may be consistent with his/her office or as may be required from time to time by the Board of Directors; and shall perform the following functions:

1. Record minutes of all Corporation meetings, transcribe and give to each Board member.
2. Read minutes of previous meetings at next Board meeting.
3. Maintain a file of all monthly mailings and Corporation correspondence.
4. Be a voting member of the Board of Directors.

Section 9. – Webmaster

### **Section 10. — Removal**

Any officer may be removed from office, with or without cause, at any time by a two-thirds (2/3) affirmative vote of the Board of Directors then in office. Such removal shall not prejudice the contract rights, if any, of the person so removed.

### **Section 11.— Vacancies or Absences**

If a vacancy in any office arises in any manner, the directors then in office may choose, by a majority vote, a successor to hold office for the unexpired term of the officer. If any officer shall be absent or unable for any reason to perform his duties, the Board of Directors, to the extent not otherwise inconsistent with these Bylaws, may direct that the duties of such officer during such absence or inability shall be performed by such other officer or subordinate officer as seems advisable by the Board.

## **ARTICLE VI— FINANCES**

### **Section 1. — Moneys**

The moneys, securities, and other valuable effects of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies as the Board of Directors shall designate. Such moneys, securities and valuable effects may be drawn out or removed only by such persons and under such conditions and limitations as the Board of Directors may authorize by resolution.

### **Section 2.— Fiscal Year**

The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December of each year.

## **ARTICLE VII— CONTRACTS, LOANS AND CHECKS**

## **Section 1. — Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No officer or officers, agent or agents, of the corporation may enter into any contract or otherwise obligate the Corporation in an amount which exceeds \$100.00, without first obtaining the specific authorization of the Board of Directors.

## **Section 2.— Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers.

## **Section 3.— Checks, Drafts, Etc**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed in such manner as the Board of Directors may prescribe from time to time.

## **ARTICLE VIII— CORPORATE PROPERTY**

Within the limitations prescribed by the Articles of Incorporation, the Board of Directors shall have the power to sell, lease, exchange, mortgage, pledge or otherwise dispose of the property and assets of the corporation. If the Directors desire to dispose of all or substantially all of the assets of the corporation, authorization is required from two-thirds (2/3) of the Members present or represented by proxy at an annual or special meeting at which a quorum is present.

## **ARTICLE IX — NOTICES**

### **Section 1.— Requirements**

Whenever a notice shall be required by the statutes of the State of Colorado or by these Bylaws, such notice may be given in writing by depositing the same in the United States mail in a postpaid, sealed envelope addressed to the person for whom such notice is intended to her or his home or other address, as the same shall appear on the books of the Corporation or by e-mailing said notice to the members last known e-mail address. The time of mailing shall be deemed to be the time of giving notice. A waiver of any notice in writing signed by a Member, director, or officer, whether before, at, or after the time stated in such waiver for holding a meeting, shall be deemed the equivalent of duly giving notice.

### **Section 2.— Presence**

The presence of any officer at a meeting or the presence of any Member or Director at a meeting, unless such presence is for the sole purpose of objecting to the holding of such meeting on the ground that it is not duly held or convened, shall in all events be considered a waiver of notice thereof; and failure to vote thereat shall not be considered to defeat the effectiveness of such waiver.

### **Section 3.— Ratifications**

The ratification or approval in writing of the minutes of any meeting of any Members or Directors shall have the same force and effect as if the ratifying or approving Officer, Director, or Member were present in person at said meeting.

## **ARTICLE X — INDEMNIFICATION**

The Corporation shall indemnify any and all of its directors, officers, former directors, former officers, and any person who may have served at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they, or any of them, were made parties, by reason of being or having been directors or officers or a director or officer of the corporation, except in relation to matters as to which any such director or officer or person shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of any duty owed to the Corporation. Such indemnification shall be deemed exclusive of any other rights to which those indemnified may be entitled, independently of this Article X, Bylaw, under any Bylaw agreement, vote of the Members or otherwise.

## **ARTICLE XI — AMENDMENT OF BYLAWS**

### **Section 1. — By Directors**

The Board of Directors, by majority vote, shall have the power to make, adopt, alter, amend, and/or repeal, from time to time, Bylaws of the Corporation; except that the Board of Directors shall have no power to change the quorum for meetings of the Members or of the Board of Directors, or to change any provisions of the Bylaws with respect to the removal of directors or the filling of vacancies in the Board resulting from said removal by the Members. If any Bylaw regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of the Members for said election a concise statement of the changes made.

### **Section 2.— By Members**

An affirmative vote of the Members of the Corporation present or represented by proxy at a meeting at which a quorum is present shall be necessary to alter, amend or repeal the quorum provisions of these Bylaws relating to meetings of the Members or the Board of Directors, or the provisions of these Bylaws relating to the removal of directors or the filling of vacancies in the Board of Directors.

### **Section 3. — Removal**

Directors are expected to attend all regularly scheduled meetings of the Board of Directors, and all special meetings of the Board of Directors for which notice was provided pursuant to these bylaws. If a director fails to attend three (3) consecutive, regularly scheduled or special meetings of the Board of Directors, then the remaining Board of Directors may, by a majority vote at an annual or special meeting of the Board of Directors at which a quorum is present, remove said director for non-attendance.

## **CERTIFICATE**

I do hereby certify that the above and foregoing Amended & Restated Bylaws of the corporation were duly adopted by majority vote of the Board of Directors of the Salty Dog Sailing Club, Inc.

APPROVED:

Secretary

Commodore

Vice-Commodore

Treasurer

Membership Coordinator

On The Water Coordinator

Dryland Coordinator

Newsletter Editor

Webmaster