

DIXON BOAT and FISHING CLUB, INC. BY-LAWS

Approved May 2023

Article I Name and Purpose

Section 1 Name

The name of the Club shall be “Dixon Boat and Fishing Club, Inc.”

Section 2 Purpose

The Dixon Boat and Fishing Club, Inc. serves the interests of our community water sports enthusiasts, promotes water safety, and defends all boat owners against discriminatory legislation and laws that effect recreational waters. The Club stimulates greater interest in boating among citizens in the areas served by the Club and efforts are made to develop a common spirit among local boating clubs and outdoor enthusiasts. We provide a medium for an exchange of information and experiences. The Dixon Boat Club promotes a fundamental family atmosphere that reinforces fellowship and harmonious interests; we promote activities which serve the needs of boat owners and others who have an interest in fishing and the outdoors.

Article II Management Structure

Section 1 Board of Directors

The management of the Club will be vested in a Board of Directors. The Board will act as custodians of the Membership’s financial interests and are jointly responsible for managing the Club’s resources. The Board will act as Administrators, Advisors, and Stewards of the Dixon Boat Club’s guiding documents. These documents include but are not limited to Articles of Incorporation, By-Laws and Standard Operating Procedures (SOPs). As Stewards, the Board shall not negotiate away, or compromise the integrity of the Club, its By-Laws, or any Rules or Regulations pertinent to the operations of the Club. The Board of Directors is directly accountable to the Membership and will operate with full transparency.

The Board of Directors will consist of a total of 10 members: 5 officers and 4 members-at-large; the Club membership elects all Board positions. The previous year's Commodore serves as Chairperson of the Board of Directors and officiates Board meetings. The Chairperson serves a one-year term. To conduct business in the absence of a full Board of Directors (10) a quorum of two-thirds of the attending members shall only conduct essential business. Until a full Board is restored by appointment or election, no major financial or membership issues shall be decided. Once a full Board is restored, a two-thirds vote can bring major issues to the general membership.

Proxy voting by email is permissible if 2/3 of the Board agree. Pre-arranged proxy votes are only valid for one meeting.

Officers will assume office as of the first Board meeting in January of the following year and will hold office for one (1) year or until another member succeeds them in office. Board members will hold office for two (2) years and may only serve two consecutive terms unless circumstances warrant a continuation.

Section 2 Elected Members

A. Commodore

The Office of Commodore is an elected one-year position. The Commodore presides over the General Membership meetings and the Board meeting in the absence of the Chairperson. The Commodore shall appoint all committee Chairpersons; the Commodore participates as an ex-officio member of those committees. The Commodore shall promote and reinforce the Club's interests and carry out duties as assigned by these By- Laws and the Club's Standard Operating Procedures (SOPs) The Commodore shall, upon assuming office, appoint the following Committee Chairpersons, but not limited to:

- Bar Chairperson
- Kitchen Chairperson
- Public Relations/Hospitality Chairperson
- Decorating Chairperson
- Workday Chairperson
- Safety Chairperson
- Raffle Chairperson
- Photography Chairperson

- Newsletter Publicists
- Chairs of any ad hoc committee for the purpose of special projects or permits, etc.

Appointments must be from eligible voting members.

The Commodore or Acting Commodore shall run meetings as efficiently as possible, maintain transparency, and promote respect and fairness for all to participate. The Commodore or Acting Commodore may reject motions deemed frivolous or non-productive. Motions may be tabled for further discussion when necessary. However, the membership may overturn Commodore decisions with a 2/3 majority vote.

Workdays are waived for the Commodore and Committee Chairs.

B. Vice Commodore

The Office of Vice-Commodore is elected for a one (1) year term and shall perform the duties and have the powers of the Commodore during the absence or temporary incapacity of the Commodore. The Vice Commodore is responsible for maintaining probationary member meeting attendance records.

In the absence of the Secretary, the Vice Commodore is responsible for taking minutes at the Board meetings and General Membership meetings. Minutes taking may be delegated.

The Vice Commodore will be responsible for assisting the Commodore in maintaining order at meetings.

Workdays are waived for the Office of Vice Commodore.

C. Rear Commodore

The Rear Commodore is elected for 1 year. Responsibilities include, taking over the duties of the Vice Commodore when necessary, and hosting the annual Commodore's dinner in January.

Workdays are waived for the Office of Rear Commodore.

D. Purser

The Office of Purser is elected for a term of one (1) year and shall perform duties as may be determined by the Commodore, or the Board of Directors, as well as any duties described in these By-Laws. The Purser will be responsible for the payment of all bills; and will be responsible for the printing of, and the issuance of Membership cards.

The Purser shall have charge of the Club's funds. The Purser shall keep Club funds in a Board approved bank account in the name of the Dixon Boat and Fishing Club, Inc. Checks may be drawn on the account as approved by the Board and General Membership. The Purser is responsible to the Board of Directors for a monthly accounting of the Club monies. The Purser documents all records and accounts regarding the Club's operation on electronic media stored in a safety deposit box.

The Purser shall submit a budget summary, no less than two times per year, to the General Membership.

Dues and workdays are waived for the Office of Purser.

E. Secretary

The Secretary is elected for a one (1) year term. The Secretary is responsible for keeping Board and General Membership Meeting minutes and maintaining Membership information. The Secretary records meeting minutes, and shall handle all written correspondence from the Board of Directors to the General Membership regarding Club announcements, or Board actions with business agencies, etc. The Secretary is also responsible for the billing of membership dues and assessment of enrollment dates. The Secretary is responsible for the keeping Membership information pertinent to the Club; this information shall be preserved on electronic media and kept in a safety deposit box for future use. The issuance of the Club's By-Laws, and their availability, will be the responsibility of the Secretary. The Secretary shall perform duties determined by the Commodore, and the Board of Directors, as well as the duties described in these By-Laws or SOPs.

Dues and workdays are waived for the Office of Secretary.

F. Members-at-Large

There are 4 members-at-large elected from the General Membership, 2 of which are elected each year for a two-year term.

Workdays are waived for the members-at-large.

Section 3 Elections

Prior to the August General Membership meeting, the Commodore will appoint a 3-to-5-member Election Committee for the purpose of running the election. This includes taking nominations, making ballots, and tallying votes. Honorary members are strongly encouraged to serve on this committee. Nominations will be opened for officers and 2 Board Members at the September General Membership meeting. Nominees must be eligible voting members. When the nomination is made, an opportunity to present the qualifications and past contributions to the Club by the nominee to the membership will be encouraged and time allotted for the nominees to speak placed on the agenda.

After final nominations are accepted, voting takes place at the October General Membership meeting.

Section 4 Vacancies

The Commodore may appoint individuals to fill officer vacancies during a Board meeting having a quorum present. The appointee can then be approved at the next General Membership meeting. Fifteen members shall constitute a quorum at any General Membership meeting. The appointee shall serve out the remainder the predecessor's term.

Section 5 Financial Responsibility

The Board will prepare an annual budget based on anticipated annual income and expenses. Annual expenses may include special projects, overhead costs, and contingencies. The Board and membership should propose a "target" bank account reserve. This reserve amount will be used to guide the Club's financial decisions.

A simple income/expense report is required annually after the March meeting when the revenue stream is at its peak. If revenues are trending downward the Board of Directors may recommend methods to increase revenues (example: increase dues).

The Board of Directors may not spend more than \$2,500.00 without the General Membership's approval. The Board may not spend monies that exceed account limits.

To protect club assets, the Board of Directors may approve expenditures up to \$2,500.00 in emergency situations without the General Membership's approval. Special circumstances may occur when the Board must act timely in the interest of the Membership. Such actions by the Board will be held accountable to the Membership and reported at the next General Membership meeting.

Section 6 – Port Captain/Caretaker

The Port Captain/Caretaker position is contractual and accountable to the Board of Directors. Skills of the Port Captain must include, but are not limited to:

- small equipment operation
- small equipment maintenance
- tractor operation and maintenance
- basic use of technology
- record keeping
- familiarity with the harbor and the area waterways

Port Captain/Caretaker duties include, but are not limited to:

- Alerting business services such as AT&T, PG&E, pest control, sanitation, etc. of gate numbers and Officer contact numbers.
- changing gate codes
- security
- keeping records
- collection of fees and revenue from club functions in absence of the Purser.
- living quarter's maintenance.
- general facility maintenance
- alerting the Board to property maintenance needs
- other duties as described in the SOPs

For services rendered, the Port Captain/Caretaker is provided housing, rent, garbage, and utilities. Additionally, the Captain/Caretaker can use the property for Board approved activities.

The Board of Directors is responsible for hiring, contract negotiations, annual Port Captain/Caretaker performance reviews. The Board recommends rehiring or

termination procedures. Final hiring or termination of the Port Captain/Caretaker requires approval of the General Membership.

In December, the Port Captain/Caretaker shall have an annual review conducted by the Board of Directors. The recommendation of the Board to rehire or terminate will be taken to the General Membership in January. Any contractual changes negotiated and agreed to will be documented in the SOPs.

For a recommendation to fill or terminate the position of Port Captain/Caretaker, a two-thirds Board majority vote is required. To provide transparency, Board members will give reasons to support their vote.

Article III Meetings

Section 1 Board Meeting

Regular meetings of the Board of Directors shall be held at a time and place designated by the Chairperson of the Board or the Commodore on the last Thursday of the month. To expedite billing and new member notifications, the December and February meetings will be the second Thursday of their respective months.

Board meetings require two-thirds (2/3) of the Board of Directors for a quorum. Board meetings are open to all Club members in good standing. Members wishing to have the floor for discussion, must make a request to the Chairperson of the Board at least 24 hours in advance of the scheduled meeting. The request to be on the agenda can be an in-person meeting, letter, text, email, phone call, or a voicemail.

For Financial, Personnel or sensitive issues, a 2/3 majority is required to pass (a quorum of 6 (or 7) would be needed for nine (or ten) to be 2/3)

Section 2 Special Meeting

“Special” meetings of the Board of Directors may be called by the Chairperson or the Commodore. Notification in advance of “special” Board meetings shall be given to the General Membership at least five (5) days prior to the meeting. Prior notice permits the Members of the Board and the General Membership to plan attendance.

If the Board meeting requires a closed session, the Chairperson will ask the non-board members to leave after the open session.

Section 3 General Membership Meeting

Regular meetings of the General Membership shall be held on the first Thursday of each month at a regular meeting place as designated by the Commodore. Meeting locations and dates may be changed providing General Membership email notification at least five (5) days prior to the location or date change. “Special” General Membership meetings may be called by the Commodore or Appointee from the membership or by a vote of the membership with advance notice. Notification shall state the date, time, place, and the purpose of meeting called. Committee reports will be given by the Committee Chairperson.

Section 4 Rules of Order

Rules of order simplified for use in the Dixon Boat Club meetings.

To speak, members need to stand up and/or raise their hand to be recognized. If overlooked by the Chair, a spoken “I would like to speak” or a similar statement should suffice to be recognized. The speaker then should speak so that all can hear and understand comments. Members should wait for the speaker to finish before commenting. Asking the speaker to talk louder or to clear up a point, may be exceptions.

Speaking without being recognized by the Chair is disruptive, disrespectful, and rude. Continued disruptive behavior may result in corrective action; the corrective action could be removal from the meeting.

Article IV Membership

Section 1 Members

The Dixon Boat and Fishing Club Inc. welcomes adult individuals and their immediate family. New members must be sponsored by an active member, Honorary member, or Lifetime member. Membership is capped at 185 members, not to exceed 220 members including Honorary and Lifetime members. The Club encourages members to be active in our club. We promote a family atmosphere, and interests in fishing, boating, and any of the other allied sports. As a member, one is expected to fulfill Membership obligations, participate in Club activities,

and abide by the Club's By-Laws, Local, Federal, and State laws/Fish and Wildlife Regulations. All members are responsible for reading and having knowledge of the Club's By-Laws and SOPs. Failure to do so may jeopardize your Membership.

The Vice Commodore will provide a sign-in sheet at each club meeting; probationary members need to record that they are in attendance. Probationary members must attend at least two General Membership meetings during the year.

A. Immediate Family includes the Primary Member, Spouse, and dependents under the age of nineteen (19).

B. Spouse is understood as Husband, or Wife, or Domestic Partner of the member.

C. Member's Mandatory Obligations (but not limited to):

1. Payment of annual dues and or, any penalties or added charges due.
2. Spousal dues are optional but must be paid with the membership yearly dues.
3. Fulfillment of at least two (2) workdays.
- 4 Members will be charged for each uncompleted workday obligation.
- 5 All monetary prices, fees, or penalties are subject to change and may be amended by the General Membership at any time.

Section 2 Applicants

Membership applications must be submitted in person by the prospective member and sponsor for approval at a Board meeting.

At the Board meeting, the Chairperson will call on each sponsor in the order that the notice of intent to speak to the Board was received. This sequence determines what number the prospective member will be on the waiting list if there are multiple applications at the same meeting. An application fee of \$100.00 is due at the time the prospective member application is approved and the applicant placed on the waiting list. The Secretary dates and files applications. The Purser collects and records the fee.

The responsibility rests upon Club members to sponsor candidates that will promote the values of the Club and its members. The Sponsor is responsible for seeing that their candidate(s) become members-in-good-standing.

Members are allowed to Sponsor two (2) new members per year. A Sponsor may not have more than two (2) prospective new members on the waiting list at any time, therefore, Members may not sponsor any other new prospective members until at least one of their previously sponsored members has been confirmed. Persons who have previously violated Boat Club By-Laws or SOPs, will not have their applications accepted for membership. Any monies owed by applicants shall be paid in full.

Section 3 Guests

New prospective members/guests must be accompanied by a Dixon Boat Club member/Sponsor, to be on the Club's property.

Section 4 Fees

Initiation fees shall be set as recommended by the Board of Directors and approved by the membership.

Section 5 Resignation

A member may resign from the Club at any time upon written notice, addressed to the Club's Secretary. (Dixon Boat and Fishing Club, Inc. P.O. Box 808 Dixon CA. 95620). However, a member may also announce verbally a resignation during a General Membership or Board meeting. Minutes of the meeting will reflect the resignation request.

Section 6 New Members

A. Applicant Approval Process

Upon the confirmation of Membership vacancies available after the February Board meeting, the Secretary will notify the Sponsors and applicants of the mandatory March meeting date. Applicants and sponsors will be advised of the initiation fees due and any other obligations. It is mandatory for both the Sponsor, and the applicant, to attend the March General Membership meeting or the April General Membership meeting in special Board approved circumstances.

At this mandatory club meeting, the Sponsor introduces the applicant and then the General Membership votes to approve or reject the applicant. A majority vote of the members present is needed to approve a new member. If

either the Sponsor or the applicant fails to attend this mandatory club meeting, the application into the Club will be denied. If the applicant is approved, membership cards are assigned, and boat/parking stickers are handed out. The Club's By-Laws and SOPs will be available to the new member on the website. Postponement requests for the March meeting due to unforeseen hardship must reach the Board prior to the March General Membership meeting. Postponements will be at the discretion of the Board of Directors.

*****Note:** If the Sponsor cannot appear at the March meeting due to unforeseen hardship, the Sponsor may submit a request to the Board of Directors, before the March General Membership Meeting, with the name of a Co-Sponsor. If the applicant cannot appear at the March meeting due to unforeseen hardship the Sponsor may submit a request to the Board of Directors, before the March General Membership meeting, requesting appearance at the April General Membership meeting. The decision to accept the designated Co-Sponsor or the request for hardship, will be at the discretion of the Board. Non-appearance of the Sponsor, Co-Sponsor, or applicant at either meeting will cause the new applicant's application to be denied.

B. Probationary Period

New Members will be subject to a probationary period commencing from the March General Membership meeting through November 30th. This includes the attendance of at least two (2) General Membership meetings, not including the induction meeting, and two (2) workdays. Documentation of meeting attendance and workdays is required. If at the conclusion of the probationary period the new member is deemed to be a member in good standing, they will be eligible to hold an elected office, or a chairperson's position, and to sponsor new members. All membership benefits start from the March mandatory induction meeting.

Eighteen-year-old Legacy members will be brought in at the March General Membership meeting.

All new members will need to keep track of their probationary period and document attendance at two (2) General Membership meetings and two (2) workdays.

Section 7 Spousal Membership

The Spouse of the Primary member may join the Club and provide payment of annual fees. The Spouse will then have full Membership privileges but will carry the same Membership number as the Primary card holder; any spousal workday hours/credits will go towards the Primary member's workday obligations. The Spouse will be afforded all other benefits as per these By-Laws. See SOPs for benefits of Spousal dues.

Section 8 Legacy Membership

Dependents of members, between the age of eighteen (18) and the age of nineteen (19), have an opportunity to apply for a Membership application without the obligation of a new applicant's initiation fee. A written request from the Primary member parent/guardian, must be submitted to the Board of Directors for review. Upon meeting all requirements, the dependent's request will be presented to the membership at the next March General Membership meeting for approval. A Legacy member is not required to be on the waiting list and initiation fees are waived. The new member will receive a Membership card and be responsible for knowing the Club's By-Laws and SOPs. From that point on, the new member will be responsible for all new Membership obligations.

Section 9 Spousal/Partner Membership

A. The Spouse of a deceased Primary member, Honorary Member, or Lifetime Member may continue Membership in the Dixon Boat Club; however, this is provided only if the Spouse was a paid member at least one (1) full year prior to the spouse's death. The Spouse will become the new Primary member and responsible for all Membership obligations from that point on.

B. If the legal partnership of the Primary member and their Spouse dissolves, the Spouse, providing he/she was a paid member at least one (1) full year prior to this action, may continue to be a Club member by paying in full the current Membership dues, and the partner will assume all Membership obligations from that point on. The initiation fees will be waived. The new member will receive a new Membership card and will be responsible for knowing the Club's By-Laws and SOPs. The new member shall not be subject to the Probationary Period.

C. A non-paid Spouse may still become a member; but will have to apply for new member status and pay, in full, all fees and obligations associated with a

new applicant. The Spouse will not be put on a waiting list and the Probationary Period will be waived. Refer to Article IV Section 6 B.

Section 10 Other Memberships

A. Honorary Member

Nomination for an Honorary position is reserved for members that have shown Membership support and have been a member for at least twenty (20) years. But, due to permanent personal circumstances may not be able to continue with an active Membership. Acceptance of this Membership status change allows the Primary member and Spouse, to take a “non-active” role. An Honorary member may not hold an elected office or a chairperson position; Honorary members will not be responsible for workday hours. The Honorary Member and their Spouse will have full use of the Club’s facilities. The Spouse may choose to decline the Honorary status on the death of the primary member.

*** **Note:** Personal circumstances for this section is understood as permanent medical disabilities, financial difficulties, or similar situations deemed appropriate by the Board of Directors. Any members with temporary “personal circumstances” can contact the Board for support.

B. Lifetime Member

Nomination of the Lifetime position is reserved for members that have shown Membership support and have been an active member for at least twenty-five (25) years. The nominee must have held the office of Commodore along with two (2) other elected offices. Acceptance to this Membership status change allows the Primary member, and their Spouse, to vote, sponsor new members, have full use of the Club’s facilities and all other Membership privileges, Lifetime members are not obligated to pay dues or complete workday hours. In the event a primary member dies, Lifetime status transfers to the Spouse. However, the spouse must be a paid Spousal member for at least one (1) full year prior to the death. A Spouse may choose to decline the Lifetime status.

Section 11 Nomination and Re-Instatement

A. Nomination Process

1. The nominee for Lifetime or Honorary status must meet Club requirements.

2. Nominations shall be submitted in writing to the Board of Directors for review, and recommendations made to the General Membership for approval.

3. If approved, a letter from the Board with a nomination notice of the member's proposed new status is prepared.

4. The nominee must reply with an acceptance or decline the new status change to the Board of Directors before any necessary changes are made.

C. Re-Instatement

Honorary members may make a request to the Membership to be re-instated as a full member of the Club. If approved, the Honorary status will be dropped and the re-instated member will regain in full their Membership status along with all Membership obligations and pay in full, any monies due from that point on.

Article V Disciplinary Action

Members of the Dixon Boat Club may be reprimanded, put on probation, suspended, or terminated. Upon recommendation from the Board of Directors, and a vote by the General Membership. The following are examples of just cause for one of the above actions:

- delinquent dues or fines
- violation of Dixon Boat Club By-laws
- violation of Federal and/or State regulations
- conduct deemed unsafe
- conduct deemed improper

Grievances from members must be in writing and submitted to the Board of Directors. These grievances must include:

- problem issue
- dates
- times
- place
- witness names (if relevant) with contact information.

A member may include photos or other evidence that might be relevant for the review by the Board and General Membership.

After review by the Board, the accused member(s) will receive written notification of any pending action. The accused member(s) can meet with the Board of Directors prior to the next scheduled General Membership meeting. This meeting must be initiated by the accused member(s). It takes a two-thirds majority vote of the Board (7 members) to bring a pending action to the General Membership for a final decision.

Whenever the General Membership discusses disciplinary decisions regarding any member(s) that member should not be present. Discussions must be ethical. Unethical activities during the discussion will not be tolerated; unethical members may be removed from the meeting.

Article VI Amendments

Section 1 By-Laws

By-Laws are required to operate as a non-profit corporation. By-Laws of the Dixon Boat Club are fundamental rules of club operation. These By-Laws are to help the Boat Club function. The stewardship of the By-Laws is the responsibility of all club members. Not adhering to the Club By-Laws, Local, State Laws/Fish and Wildlife Regulations, or the Club's Rules and Regulations, may jeopardize Club Membership.

Members may move to amend By-Laws at any time during a General Membership meeting. The amendment process allows revision of specific sections of the By-Laws at a regularly scheduled General Membership meeting that has a quorum present. The proposed change must be published in that month's newsletter so that all members are notified. Assuming that the General Membership is notified at least five days prior to the next General Membership meeting, the change or addition shall be discussed and approved or denied by a two-thirds vote of the members present.

Revision of the By-Laws in its entirety requires General Membership approval as in Section 1. The Membership will be notified of the date the "Readings" will start. The revised ENTIRE By-Laws require three meetings for discussion. At the third meeting, a vote is taken for approval and adoption of the proposed revisions.

Section 2 Standard Operating Procedures

The Standard Operating Procedures (SOPs) are an additional set of rules that govern the members of the Dixon Boat Club. Although they are separate from the By-laws, their weight is equal and binding; however, if there is a conflict the By-Laws shall supersede the SOPs. There is an SOP amendment which allows any voting member, at a regularly scheduled membership meeting, to propose a written change or addition to the SOPs. The proposed change must be published in the current month's newsletter hence, all members receive notification. At the next regular General Membership meeting, the change or addition shall be discussed and approved or denied by a vote of the members present. Any amendment decisions require a membership quorum.

First Amendment to By-Laws of DIXON BOAT and FISHING CLUB, INC.

The By-Laws of Dixon Boat & Fishing Club, Inc. are hereby amended as follows:

Article VI Amendments/Section 1 By-Laws: Replace the word "Readings" in the third paragraph, with "Review of the Revisions".

As approved by the Board of Directors and General Membership effective July 6, 2023.