

BYLAWS OF QUANTICO YACHT CLUB, INC.

ARTICLE I

NAME

Section 1. Quantico Yacht Club is an incorporated, nonprofit, self-sustaining, non-Federal, private entity, organized and operating at the Marine Corps Base, Quantico, Virginia under the authority and sanction of the Commander. The name of the organization shall be the "Quantico Yacht Club, Inc." The letters "QYC" shall be used whenever an abbreviation is desired. **The QYC is not a part of the Department of Defense or any of its components and has no governmental status.**

ARTICLE II

MISSION, VALUES AND POWERS

Section 1. Mission: The primary mission of the QYC is to promote safe, enjoyable recreational boating and competitive sailing activities in support of active and former members of the United States uniformed services and their dependents, government employees, and other eligible members through a variety of organized events, instructional programs and social activities. The corporation is organized to achieve its strategic vision of becoming a preeminent boating organization on the Upper Potomac River by developing an enthusiastic, capable membership through cruising, competence, competition, community and camaraderie.

Section 2. Values: The following operating values define how the QYC will operate and what is important as an organization. The QYC:

- Values its members as its greatest strength;
- Is a volunteer based organization that values integrity, responsibility and dependability and encourages the active participation of all its members regardless of membership type;
- Values differences of ideas by treating its members and guests with dignity and respect and expects all who participate in its activities to conduct themselves in the same way;
- Does not discriminate against any person on the grounds of age, gender, sexual orientation, physical abilities, ethnicity, religion, and/or national origin;
- Values the role it has in the surrounding community and actively supports opportunities to strengthen ties with its strategic partners such as the Marine Corps Base, the Town of Quantico, other Potomac River boating clubs, and charitable organizations; and,
- Closely ties its activities and business decisions to its strategic vision.

Section 3. The QYC shall have all of the powers granted to corporations under the laws of the Commonwealth of Virginia.

Section 4. Notwithstanding any other provision of these bylaws, the QYC shall not conduct any activity nor exercise any power not permitted or in furtherance of the exempt purposes of organization as set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954 or any amendment or re-codification thereof, under which the QYC may choose to qualify for exemption.

Section 5. No QYC activity will engage in propaganda, or otherwise attempt to influence legislation. The QYC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 6. The QYC shall identify itself as incorporated, non-profit corporation and not an instrument of the U.S. Government. When prudent in correspondence or general practice the QYC logo, identified as a triangular flag with blue triangles on the outside, a white center and the red letters “QYC” centered on the white shall be used to unambiguously identify the QYC and enhance the QYC’s image and brand. The QYC, when practical, will maintain an Internet web site and other social media outlets to promote the QYC and inform members of its activities and other resources. When a website is active, the QYC will provide its address to the Commander, MCB Quantico in accordance with Marine Corps Base Order (MCBO) 7010.1B.

Section 7. Under MCBO 7010.1B, or successor instructions, the QYC shall exercise and abide by a Memorandum of Agreement (MOA) and a lease or license as deemed necessary by the Commander, MCB Quantico.

ARTICLE III

MEMBERSHIP, QUORUM, AND VOTING RIGHTS

Section 1. Membership shall be open to anyone authorized by current regulations and orders to participate, by priority of MCBO 7010.1B, or its successors, and shall not discriminate on the basis of age, gender, sexual orientation, physical abilities, ethnicity, religion, and/or national origin.

Section 2. Membership eligibility is primarily for military personnel to include retired members, reserve components and dependents of the foregoing. Non-DoD civilian membership, excluding dependents of active duty, reserve, retired military personnel, and other DoD civilians, shall be limited to one-third of the total membership.

Section 3. There shall be three classes of membership -- "Charter Membership," "Regular Membership" and "Associate Membership." Additional classes of membership may be established by amendment to these bylaws. Each class of membership shall have the rights and privileges established in the Articles of Incorporation or these bylaws.

- A. "Charter Membership" is an honorary status granted to the founding members of the QYC.
- B. "Regular Membership" may be obtained when an eligible person attends a regular meeting of the QYC and pays the established dues. A Regular Membership shall be a family membership and include the sponsor and members of his or her immediate household. A Regular Membership shall have all voting rights. There shall be a maximum of two votes for each regular family membership. Adult children (18 years of age) of the family may attend QYC functions as guests, but shall not be members unless they obtain a separate membership in their own name. A member under 18 years of age will be considered a "junior member" and has no voting rights. Only current members may exercise voting rights.
- C. "Associate Membership," established to ensure that QYC benefits the greatest number of service members and their families, may be obtained by those individuals who a) do not have a boat by direct ownership, proxy, or other agreements, and b) who wish to participate in QYC activities and receive the newsletter, by attending a regular meeting of the QYC, and paying the established dues. Associate members have no voting rights.
- D. Applications for both Regular and Associate memberships must be completed, signed and submitted to the QYC Executive Board. Signing the application acknowledges acceptance of appropriate MCB Quantico waivers of liability.

Section 4. Regular Membership in the QYC shall carry the privileges and responsibilities outlined below. QYC Regular members may:

- Participate in all programs and activities of the QYC;
- Attend all rendezvous events and business meetings;
- Offer and second motions for vote and cast a vote;
- Hold elected or appointed QYC office;
- Fly the QYC burgee;
- When assigned in accordance with the Articles of Incorporation and these bylaws, actively serve on Standing or Special Committees;
- Have access and use of the QYC clubhouse;
- Receive a QYC membership card; and,
- Receive regular distribution of all material published by the QYC.

Section 5. Associate Membership in the QYC shall carry the privileges and responsibilities outlined below. QYC Associate members may:

- Participate in all programs and activities of the QYC;
- Attend all rendezvous events and business meetings, but may NOT offer and second motions for vote, may NOT cast a vote and may NOT hold office.
- Participate in committee activities but may NOT chair the committee or report on its activities during QYC business meetings; and,
- Receive regular distribution of publically available material published by the QYC.

Section 6. “Charter Membership” consists of the following persons present at the QYC’s original founding in 1935 by Brigadier General Thomas Holcomb, USMC: or at the adoption of the original bylaws submitted to the Commanding General. MCDEC, 4 July 1975

1935 Charter Member

Thomas Holcomb, Brigadier General, USMC, Commandant, MCB Quantico

1975 Charter Members

Andy Wehrle	Gerald Buckley	Lenore Collins
Oreste K. Arcuni	Sam Lewis	Rich Green
Paul Hines	Terry Traywick	John Morgenstern
Eva Wehrle	Pat Kahler	Bob Mosier
John Collins	Karen Riecks	Ronald Nord

Charter Members shall be accorded full use and privileges of the QYC and may fly the QYC burgee, but shall have no voting rights. Charter Members who pay the annual dues required for Regular Membership shall have all the rights of Regular Membership.

Section 7. Membership in the QYC does not convey any unique privileges to use MCB Quantico facilities, services and equipment.

Section 8. A membership shall be considered to become inactive upon failure to pay the annual dues in accordance with ARTICLE IV of these bylaws, and shall be removed (purged) from the membership rolls at that time.

Section 9. Indemnification and Agreement to Hold Harmless. By accepting membership in the Quantico Yacht Club and becoming part of Quantico Yacht Club Inc.; each members shall:

- a. Hereby indemnify and agree to hold harmless the Quantico Yacht Club, Inc., its Board of Directors, officers, employees, other members and/or agents, from any and all injuries, damages, causes of action, claims or obligations, consequential and/or incidental damages and/or costs (including attorney's fees) of defense arising out of or related to any physical injuries (including loss of life) and/or personal property in or about the recreational facilities and surrounding property owned by the QYC, from any action or omission of the sponsor(s), his/her/their family members, agents, employees, invitees, or licensees, or from any cause whatsoever.
- b. Execute an agreement to indemnify and hold harmless, as stated above.
- c. Execute an agreement to indemnify and hold harmless, the Marine Corps Base and other entities as noted in the current governing MCB Order.

Section 10. Quorum. A membership quorum at a regular or special QYC business meeting consists of fifteen percent (15%) of the total Regular membership. Voting shall be limited to those members present and shall be conducted in such manner as the Commodore, or other officer conducting the meeting shall prescribe except as provided herein. Unless otherwise specified in the bylaws, any motion is approved if it receives a simple majority of the votes. Voting by proxy or by absentee ballot shall not be permitted.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1. The annual dues for each class of membership shall be established, by the board of directors and approved by the membership. The annual dues may include a separate assessment for capital improvements or maintenance to the QYC's facilities or for the establishment or maintenance of a reserve fund for expanding existing facilities or acquiring new facilities.

Section 2. Annual dues will be payable as of October 1st of each year. New members joining after that date will have the cost of their membership prorated to the first of the month following receipt of the application. Proration shall not apply to membership renewals unless more than one year has elapsed. Unpaid annual dues are past due after 30 days delinquency and current membership is revoked after 60 days delinquency.

Section 3. Special event fees may be assessed to cover the expenses of that event only. In this case, only those participating shall be so assessed.

Section 4. The QYC shall collect all dues, contributions, service charges, fees, or special assessments of members with the expressed and explicit goal of being a self-sustaining entity.

ARTICLE V

BOARD OF DIRECTORS AND OFFICERS

Section 1. General Powers. The affairs of the QYC shall be managed by its Board of Directors, hereafter referred to as the Executive Board, who shall also serve as the officers of the QYC. The directors serving on the Executive Board of the QYC shall consist of the following elected executive officers: Commodore, Vice Commodore, Secretary, and Treasurer.

Section 2. Number, Appointment, Tenure, and Removal. The directors of the QYC shall be four (4) individuals elected by the membership into officer posts as provided herein. Nominations of individuals for officer posts will be made at the October QYC membership meeting. Election of officers will take place during the November membership meeting. There will be no membership discussion of nominees during the election meeting. Voting will be by secret ballot unless there is only one nominee for the office. The term of office shall be one year commencing on the regular December membership meeting and continuing until the election and installation of a successor. Election to the same post or a different post for more than one year is permissible. Officers of the QYC may be removed from office, by a two-thirds vote of the members present at a QYC business meeting, with voting held during the next scheduled business meeting after a motion to remove from office is made. Notice of the proposed motion to remove an officer shall be published in the QYC newsletter at least five (5) days prior to the next scheduled business meeting.

Section 3. Regular Executive Board Meetings. The Executive Board shall meet at least once annually at such time, place and location as the Executive Board may designate. The Executive Board may provide, the time and place for holding additional regular meetings without other notice.

Section 4. Special Executive Board Meetings. Special meetings of the Executive Board may be called by or at the request of the Commodore or by any two executive officers. . Notice of any special meetings of the Executive Board shall be given at least five days previously thereto by written notice, delivered personally, or sent by mail, electronic mail, telegram, or facsimile transmission to each executive officer at his/her address as shown by the records of the QYC. If mailed, such notice shall be deemed to be delivered

when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any executive officer may waive notice of any special meeting.

Section 5. Waiver of Notice. An executive officer may waive notice of any meeting. The attendance of an executive officer at any meeting shall constitute a waiver of notice of such meeting, except where an executive officer attends a meeting for the express and sole purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these bylaws.

Section 6. Meeting Quorum. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the executive officers are present at any meeting, the executive officers present may adjourn the meeting without further notice.

Section 7. Decisions. The act of a majority of the executive officers present at the meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Executive Board of the QYC shall be filled by a majority vote of the remaining Executive Board members; however, the Vice Commodore shall succeed the Commodore in the event that office becomes vacant.

Section 9. Compensation. The members of the Executive Board shall not receive any compensation for their services, but the QYC may, by resolution, authorize an expenditure and reimbursement of members for actual sums expended on behalf of the QYC.

Section 10. Appointed Officers. The Commodore may appoint additional officers as he deems necessary to assist him in the prudent governance of the QYC. The rank of the appointed officers may be no greater than that of Rear Commodore and shall serve at the pleasure of the Commodore but no longer than the appointing Commodore holds office. The Commodore shall appoint the Fleet Captain and the Fleet Captain shall be responsible for the physical assets of the QYC.

Section 11. QYC Officer Burgees. All elected and appointed officers are considered Flag Officers and may fly the appropriate burgee associated with their position when on their boat or at QYC facilities. Only the burgee of the most senior ranking officer present will be flown outside the QYC clubhouse.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. It shall be the duty of the Commodore to implement the mission and vision of the QYC, command the QYC fleet, to preside at all meetings of the QYC, to act as the principal executive officer for the QYC, and to enforce its rules and regulations.

Section 2. The Commodore shall establish, appoint and have general authority over all boards, committees and special committees as from time to time may be advisable and shall appoint or approve the members, designate the chairman and prescribe the duties thereof.

Section 3. The Commodore may call special meetings of the QYC and shall do so in accordance with the provisions of ARTICLE V and ARTICLE VIII of these bylaws.

Section 4. The Commodore shall appoint those officers as provided in ARTICLE V, Section 10 of these bylaws.

Section 5. The Commodore may veto any proposed purchase unless such purchase was approved by the membership as provided herein.

Section 6. The Commodore must approve the payment of all bills of the QYC. In his absence, such approval may be granted by the Vice Commodore, Secretary, or the Treasurer, in that order.

Section 7. The Commodore shall appoint an audit committee in accordance with ARTICLE VII, Section 16 of these bylaws.

Section 8. The Commodore shall perform such other duties as prescribed by these bylaws.

Section 9. It shall be the duty of the Vice Commodore to assist the Commodore in the discharge of his/her duties, to officiate in his/her absence, and to perform such other duties as may be prescribed.

Section 10. It shall be the duty of the Secretary:

- To keep a true record of the proceedings (minutes) of all regular and special business meetings of the QYC, and to forward a copy of the minutes to the Commander, MCB Quantico;
- To keep a correct roster of all members and publish a membership directory annually;
- To maintain an up-to-date copy of the Articles of Incorporation and bylaws and amendments thereto;
- To maintain the QYC Post Office box;

- To file all documents, reports, records and communications connected with the business of the QYC;
- To provide adequate notice of regular and special business meetings, as well as monthly membership meetings to all QYC members.
- In the case of inability to attend any regular or special business meeting of the QYC, to cause the necessary books and papers to be conveyed to the place of the meeting or use by the other officers; and,
- To perform such other duties as may be prescribed.

Section 11. It shall be the duty of the Treasurer:

- To collect all assessments and dues of the QYC in a timely manner;
- To maintain a record of the date and amount of all monies due the QYC;
- To pay all bills authorized by the Commodore;
- To keep full and accurate accounts of all receipts and disbursements;
- To make an oral report on QYC receipts and disbursements at each regular business meeting and prepare a monthly statement of transactions and the amount of money on hand;
- To prepare an annual budget for the QYC not later than January 31st of each year;
- To prepare a detailed report (financial statement) showing the financial condition of the QYC at the end of the fiscal year in accordance with the requirements of enclosure (5) of MCBO 7010.1B or any replacement thereof.
 - The financial statement shall be provided to the Commander, MCB Quantico and (C 184) and shall be signed by the Treasurer as submitted", by the Commodore as "approved", and by the audit committee as "accounts audited and found to be correct".

ARTICLE VII

ADMINISTRATION OF THE QYC

Section 1. The routine administration of the QYC shall be vested in the elected and appointed officers of the QYC,

Section 2. The Executive Board shall have the general charge and control of policies, administration and finances of the QYC.

Section 4. The presence of a quorum of the Executive Board, when required at QYC activities, is governed by ARTICLE V, Section 6 of these Bylaws.

Section 5. All requests for appropriation of funds shall be brought to the Executive Board, which shall evaluate the request and make recommendations to the Commodore.

Section 6. An annual budget will be prepared by the Treasurer as outlined in ARTICLE VI, Section 11 and voted on by the membership at a regular or special business meeting of the QYC. Planned expenditures included in the budget shall be considered approved by the membership if the budget voted on is accepted.

Section 7. Unplanned expenditures in excess of \$500.00 must be approved by a simple majority of the voting members present and voting at any regular or special business meeting of the of the QYC. Unplanned expenditures up to \$500.00 may be approved by a majority vote of the Executive Board. Unplanned expenditures up to \$200.00 may be approved by the Commodore.

Section 8. Activities conducted by the QYC and the behavior of its members, guests, and other participants shall not prejudice or bring discredit to the U.S. Marine Corps or other U.S. Government agencies. It is the intent of the QYC to complement appropriated or non-appropriated activities and to seek approval in writing, from the Commander, MCB Quantico, when such activities are contemplated. The Executive Board is authorized to expel and/or discipline any member for good and sufficient reason. Such disciplinary action may be appealed and can be reversed by a two-thirds vote of the membership present at a regular or special QYC business meeting.

Section 9. The funds of the QYC shall be deposited in a federally insured bank in the name of the organization.

Section 10. The QYC shall maintain records of receipts and disbursements and such other records as may be deemed appropriate in accordance with generally accepted accounting principles and business practices.

Section 11. All disbursements shall be made by check and signed by the Treasurer or in his/her absence, the Commodore, and are subject to the limitations of these bylaws.

Section 12. Dissolution of the QYC shall be accomplished by a resolution of the Executive Board which is affirmed by a two-thirds vote of the total membership of the QYC. Upon affirmation, the Treasurer will announce the exact financial assets of the QYC, the Secretary will record the same in the minutes, the membership will immediately exit the QYC facility in an orderly fashion, the Fleet Captain will secure the physical plant, and the Commodore will, without undue delay, report to the Commander, Marine Corps Base, noting the vote to dissolve, the current financial status, the state of the physical plant, and the plan for the QYC to meet its remaining financial obligations and removal of property. Only then can the Executive Board act upon dissolution. Upon dissolution of the QYC, all debts and obligations of the QYC shall be paid. No member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property, after payment of all debts and obligations of the QYC, shall be paid and distributed to any successor organization

organized and operated for the same purposes as the QYC or to the Custodian of the Recreation Fund, Marine Corps Combat Development Command (MCCDC) as a gift.

Section 13. Neither the QYC nor any officer or director thereof will incur a financial liability that exceeds the financial assets of the QYC. Any officer or member who incurs a liability or makes an expenditure which exceeds the funds in the QYC account or is not authorized by the Articles of Incorporation and bylaws or the QYC membership will be personally liable.

Section 14. The Commodore shall appoint an audit committee to conduct an annual audit of the QYC's financial records as of September 30th each year in accordance with the requirements of enclosure (4) of MCBO 7010.1B or any successor. Special audits may be conducted at any time the Commodore deems necessary or when a majority of the voting members at a regular or special QYC business meeting determines an audit is required.

Section 15. The QYC facilities may be utilized for private functions by regular members of the QYC upon written/electronic request to, and approval of the Executive Board. All clean up after the function, any damages and the cost of supplies used during the function will be the responsibility of the requesting member.

Section 16. No member of the QYC shall use the QYC facilities as a temporary or permanent residence.

Section 17. A guest is an individual (not an organization) who is a relative, friend, or acquaintance of a member of a private organization authorized to conduct activities on MCB Quantico, invited to observe or participate in those activities on a one-time or infrequent basis. The QYC and the guests' sponsoring member are responsible for the activities/behavior of the guests. As such, the QYC member/sponsor will accompany their guests at all times and ensure that guests sign a Waiver of Liability and Assumption of Risk Agreement. The QYC will ensure that guests comply with all terms and conditions of current Orders governing private club activities, and any other DoD, USMC, or MCB Quantico directives or regulations applicable to visitor. Guests will not engage in any commercial activity or solicitation.

Section 18. The QYC will not engage in general retail activities, except for QYC branded items that cannot be carried by other merchants and are to be limited to those items directly related to the purposes of the QYC. The intent is not to compete with MCCS or other authorized merchants on MCB Quantico and any amounts raised are to be limited to those amounts required to support that specific activity.

ARTICLE VIII

MEETINGS

Section 1. The monthly membership meeting of the QYC shall take place at the QYC Club House, beginning at 7:30 PM, on the second Friday of every month, except in December, when the meeting is moved to the Second Saturday of that month, with its starting time determined by the Executive Board. The monthly membership meeting is intended as a social gathering at which a summary of the results of any separate regular or special business meetings and regular updates about ongoing and upcoming activities are presented to the membership.

Section 2. QYC regular business meetings will be held quarterly and open to all members. The meetings will be held at the QYC Club House, beginning at a time designated by the Commodore, and an agenda of business to be discussed published two days in advance of the meeting. Most routine business functions and activities will be conducted at the regular business meetings and results summarized at the monthly membership meeting. QYC business meetings may also be combined with the monthly membership meeting as determined by the Executive Board. For these combined meetings, specific agendas shall be published at least two days in advance of the meeting or as otherwise specified in the bylaws.

Section 3. Special business meetings of the QYC may be called as necessary by the Commodore at such times and places deemed suitable.

Section 4. Notice of all formal business meetings shall be given in such a manner as to assure that reasonable effort is made to notify all regular members of the time, place and purpose of said meetings.

Section 5. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern QYC formal business meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the QYC may adopt.

ARTICLE IX

MISCELLANEOUS

Section 1. All activities of the QYC shall be based on the Articles of Incorporation and bylaws or such other rules and regulations as may be adopted from time to time by the general membership of the QYC.

Section 2. These bylaws may be amended at any regular or special business meeting of the QYC by a two-thirds vote of the membership present and voting, provided the proposal to amend the bylaws is placed before the membership at the previous business meeting and proposed changes are published to the membership at least five (5) days prior to the meeting at which the vote is to be taken. The publication of the proposed changes to the bylaws shall be accompanied by the current bylaws along with a summary of changes.

Section 3. The Executive Board may, by resolution duly adopted, indemnify and advance expenses to any, officer or employee or agent of the corporation for any liability or expenses incurred by that individual in good faith and in his official capacity to the maximum extent permitted by law.

Section 4. Whenever any notice is required to be given under the provisions of law of the Commonwealth of Virginia, the Articles of Incorporation, or the bylaws of the QYC, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Approved and adopted by the membership at a properly scheduled membership meeting held on September 21st, 2012, and submitted to the Commander, Marine Corps Base Quantico, in accordance with MCB Order 7010.1B.

Ken Beutel

Secretary

Martin Spitek

Commodore