

BYLAWS
of the
SAN FRANCISCO YACHT CLUB AUXILIARY
Amended and Restated November 2022

Article I. Name

The Auxiliary of The San Francisco Yacht Club (SFYC) is created pursuant to Article XIX Section 2(j) of the Bylaws of The SFYC. The Auxiliary is a Standing Committee of The SFYC, which functions according to its own Bylaws as set forth herein.

Article II. Purpose

The purpose of the Auxiliary shall be to promote the mission of The SFYC by building community through social and educational activities with special emphasis on women and youth.

Article III. Membership

Membership in the Auxiliary shall consist of: (a) female Voting Members, Honorary Members and Associate Members of The SFYC (as such terms are defined in Article VII of The SFYC Bylaws), (b) spouses of Voting Members, Honorary Members and Associate Members and (c) partners who reside with Voting Members, Honorary Members and Associate Members.

Article IV. Rights and Privileges

Section 1. Rights and privileges may be extended to persons entitled to be Auxiliary members and who shall have the right and privilege to (a) vote on any matter affecting the Auxiliary, (b) be elected to and hold an elected office, and (c) be a member of the Nominating Committee.

Section 2. Membership Commencement/Status Change/Termination

- a. Membership in the Auxiliary shall commence upon their acceptance into membership at The SFYC.
- b. Membership in the Auxiliary shall commence upon acceptance into membership at The SFYC of one's spouse and/or partner with whom they reside.
- c. It shall be the Auxiliary member's ongoing obligation to inform the Auxiliary Board of any change in the status or eligibility of the Auxiliary member's family or members of their household.
- d. Membership in The Auxiliary shall terminate upon termination of membership in The SFYC.
- e. Membership in The Auxiliary shall be suspended upon suspension of membership privileges in The SFYC.

Article V. Annual Meetings and Special Meetings

Section 1. Annual Meeting

- a. The Annual Meeting of the Auxiliary shall be held each year in November. The day and time shall be designated by the Auxiliary Board of Directors and noticed at least one (1) month prior.
- b. The Annual Election of Officers and Directors shall be held at the Annual Meeting and the Slate of Officers and Directors shall be posted pursuant to Article VIII Section 1.

Section 2. Quorum; No Proxy. At any Auxiliary Annual Meeting or Special Meeting, five (5) percent or more of all Auxiliary members entitled to vote shall constitute a quorum. No Auxiliary member shall be entitled to vote by proxy.

Section 3. Action of Auxiliary Members. Except as otherwise expressly specified in the Bylaws, the acts or decisions done or made by a majority of Auxiliary members present at a meeting duly held at which a quorum is present, is the act of the Auxiliary members.

Section 4. Robert's Rules of Order Newly Revised. Except where inconsistent with these Bylaws, *Robert's Rules of Order Newly Revised* shall govern the conduct of all Annual Meetings, Board Meetings, Committee Meetings and Special Meetings.

Section 5. Special Meeting. A Special Meeting of Auxiliary members may be called by the Auxiliary Board, or at the written request of five (5) or more Auxiliary members, upon publication of notice thereof to all Auxiliary members not less than twenty-one (21) calendar days in advance of such Special Meeting. If a vote is to be taken on any matters at the Special Meeting, each such matter shall be listed in the notice of the Special Meeting.

Article VI. Auxiliary Board of Directors

Section 1. Board

- a. The governance of the Auxiliary shall be vested in the Auxiliary Board, which shall consist of eleven (11), thirteen (13) or fifteen (15) total Auxiliary members depending on need and at the discretion of the President.
- b. The immediate Past President of the Auxiliary shall serve as the *ex-officio* for one (1) year following their term. As such, the *ex-officio* may participate in all deliberations of the Board but shall not vote or exercise any official executive authority.

Section 2. Officers

The Officers of the Auxiliary Board shall be the President, Vice President, Secretary and Treasurer.

Section 3. Honorary

The spouse of the Commodore, or the partner with whom the Commodore resides, shall be invited as an honorary member of the Auxiliary Board each year during the one (1) year

term with no voting rights.

Section 4. Term of Office/Service

- a. Each elected Auxiliary Board member shall hold office for a period of at least one year (with the expectation that such Auxiliary Board member shall serve for three consecutive one-year terms), or until a successor has been appointed, or until such Auxiliary Board member ceases to be an Auxiliary member for any reason.
- b. The maximum term of service on the Auxiliary Board shall be three (3) consecutive years, except if a member is elected to the office of President at which point they may serve a fourth (4th) year.

Section 5. Regular Board/Committee Meetings

- a. The Auxiliary Board shall meet for the transaction of business twelve (12) months of the year and/or as determined by the President.
- b. A quorum of the Auxiliary Board shall consist of a minimum of one more than half of the number of Auxiliary Board members then serving.
- c. Smaller subcommittee meetings shall take place outside of the regular monthly meetings as deemed necessary by the President for the transaction of business.

Section 6. Management of Auxiliary Affairs

- a. The Auxiliary Board shall manage the affairs of its Board and enforce the preservation of order and obedience to its Bylaws.
- b. All appropriations of the funds of the Auxiliary shall be made by or under the direction of the Auxiliary Board.
- c. All disbursements of Auxiliary funds shall be made in accordance with directions prescribed by the Auxiliary Board.

Section 7. Annual Report.

- a. The Auxiliary Board shall present a report on all of its affairs at the Auxiliary's Annual Meeting held each year in November.
- b. The Auxiliary President shall prepare an annual report regarding its affairs to the Commodore for The SFYC's Annual Meeting held each year in December.

Section 8. Absences. Any Auxiliary Board member who is absent from three (3) regular Board meetings during any consecutive twelve (12) months may be removed from the Auxiliary Board in accordance with Article VI, Section 10. An Auxiliary Board member who arrives more than fifteen (15) minutes late for any Board meeting shall be deemed to be absent from such meeting unless excused.

Section 9. Vacancies. If a vacancy occurs on the Auxiliary Board, the President shall appoint a replacement member subject to Auxiliary Board approval.

Section 10. Discipline/Removal. Auxiliary Board members may be removed for cause by an affirmative vote of a two-thirds vote of the Board or by an affirmative vote of a majority

of Auxiliary members eligible to vote at any Annual or Special meeting. Cause for removal includes, but is not necessarily limited to, unexcused absences of regular Auxiliary Board and/or Committee meetings or breach of standards of conduct.

Article VII. Duties of the Elected Officers

Section 1. President. It shall be the duty of the President:

- a. To be the executive head of the Auxiliary Board and to exercise supervision over the business and affairs of the Officers and Directors subject to the control of the Board.
- b. To preside over all meetings of the Auxiliary Membership, all Auxiliary Board meetings, and to represent the Auxiliary at events.
- c. To serve as *ex-officio* at all Auxiliary committee meetings, attending as deemed appropriate.
- d. To, from time to time, appoint Ad Hoc committees as deemed useful to perform such further duties as may be assigned.
- e. Appoint a Nominating Chair and committee pursuant to Article IX Section 2.

Section 2. Vice President. It shall be the duty of the Vice President:

- a. To perform the duties of the President in their absence.
- b. To chair and co-chair committees and perform such other duties as prescribed by the Auxiliary Board and/or assigned by the President.

Section 3. Secretary. It shall be the duty of the Secretary:

- a. To make and keep the minutes of the Auxiliary Board meetings and Annual Meetings.
- b. To maintain an attendance record of Board meetings and to bring to the attention of the Auxiliary Board any violations of the Bylaws.
- c. To perform such other duties as are prescribed by the Auxiliary Board and/or assigned by the President.

Section 4. Treasurer. It shall be the duty of the Treasurer:

- a. To cause to be collected, held, controlled and disbursed, subject to the policies approved by the Auxiliary Board, all monies of the Auxiliary.
- b. To present a financial report on the funds of the Auxiliary at all Board meetings.
- c. To present at the Annual Meeting a report on the financial condition of the Auxiliary.
- d. To present, in conjunction with the President, a tentative budget for the ensuing fiscal year (FY January 1 to December 31) to the Auxiliary Board for approval.
- e. To perform such other duties as are prescribed by the Auxiliary Board and/or assigned by the President.

Article VIII. Election of Officers and Directors

Section 1. Notice of the Annual Meeting. Notice of the Annual Meeting shall be posted one (1) month prior to the meeting.

Section 2. Annual Election

- a. The annual election of the Slate of Officers and Directors shall be held at the Auxiliary's Annual Meeting in November.
- b. The Secretary shall determine a quorum.
- c. The voting shall be by a raise of hands and the President or someone they assign will announce the results.

Article IX. Committees

Section 1. Special Committees. The President shall appoint Auxiliary Board members to chair and/or co-chair the various committees at the start of each fiscal year.

Section 2. Nominating Committee

- a. The President shall appoint a Nominating chair and a committee shall be formed, consisting of no less than five (5) Auxiliary members.
- b. No later than forty-five (45) days prior to the Annual Meeting the Nominating Committee shall meet.
- c. No later than forty-five (45) days prior to the Annual Meeting the Nominating Committee shall report to the President its nominations for the Slate of Officers and Directors.
- d. No later than thirty (30) days prior to the Annual Meeting the Slate of Officers and Directors shall be posted on The SFYC bulletin board.

Article X. Interpretation and Amendments of the Bylaws

Section 1. Interpretation. On all questions that may arise relative to the construction of these Bylaws of the Auxiliary, the decisions of the Auxiliary Board shall be final unless overruled by an affirmative vote of a majority of Auxiliary members eligible to vote at an Annual Meeting or Special Meeting called for that purpose.

Section 2. Amendment and Repeal. These Bylaws may be repealed, amended and additional provisions added by an affirmative vote of a majority of the Auxiliary members eligible to vote at an Annual Meeting or Special Meeting called for that purpose.