

By-Laws
(02/25/09)

Devil's Isle, Inc.

ARTICLE I

NAME

Section 1.01 The name of the Corporation shall be Devil's Isle, Inc.

NON-PROFIT ORGANIZATION

Section 1.02 This is a California Non-Profit Corporation, Incorporated September 6, 1974 and filed with the Clerk of Contra Costa County, September 14, 1974, No. 7298250.

PURPOSE OF CORPORATION

Section 1.03 The purpose of the Corporation shall be as fully set forth in its Articles of Incorporation.

Section 1.04 As used herein, unless the context clearly indicates otherwise, the term; "Corporation" means Devil's Isle, Inc.

ARTICLE II

MEMBERSHIP

Section 2.01 Membership, except Honorary and Social, shall consist of citizens of the United States of America with qualifications as herein provided.

2.011 The membership shall include Regular Members, Provisional Members, Family Members, Social Members and Honorary Members.

2.012 Membership shall be by invitation. A Prospective Member must be sponsored by 3 Regular Members and approved for Membership by a vote of the Regular Members.

2.013 To sponsor a new member, the Regular Member must have been a member for at least one calendar year and must write a letter of recommendation. A Regular Member can only sponsor one new member per calendar year.

2.014 The Membership Committee will send the Prospective Member an application which includes a boating resume and other information that will be used to evaluate the Prospective Member.

2.015 The Secretary advises the Regular Membership of a pending application and solicits members to comment on the Prospective Member as appropriate.

2.016 The Membership Committee interviews the Prospective Member and any comments received. The Membership Committee will forward a recommendation to the Board of Directors. The Board of Directors will either approve or disapprove the application.

2.017 If approved, a Provisional Membership is granted for a continuous twelve (12) month period of time that begins after the Entrance Fee and Administrative Fees are paid.

Original 1974, Revised 2/04, Revised 2/08, Revised 2/09

- 2.018 During the one year period, the Provisional Member is required to attend at least 2 work parties and one holiday event. At least one of the Sponsors will be required to pilot the Provisional Member through each of these events and introduce them to existing members.
- 2019 At the conclusion of one year, if the member meets the above requirements all Regular Members are sent a secret ballot to vote on the Prospective Member. Included will be a copy of the Application and Letters of Recommendation. A 75% positive vote of the Regular Members voting is required to accept the Prospective Member. If the member does not meet the attendance requirements or is not voted into Regular Membership, they are so advised and the Entrance Fee is returned, but not the Administrative Fee.
- 2.020 The maximum number of members is 40 which is based on the number of boats that can be accommodated for docking.
- Section 2.02 Regular Members shall have unrestricted rights and privileges incident to membership.
- Section 2.03 Provisional Members shall have unrestricted rights and privileges incident to membership in accordance with 2.017 except voting rights and holding office.
- Section 2.04 Family Members shall be the Spouses of Regular Members and/or Children under the age of twenty-three (23) and do not have voting rights.
- 2.041 Family Members can hold elective office and have a vote on the board.
- 2.042 A Regular Member will be responsible for actions of their Family Members and /or Guests.
- 2.043 The privileges of a Family Member may be restricted by action of the Board of Directors.
- Section 2.05 A Social Member is a former Member of Devil's Isle, Inc. and no longer active in boating. A Social Member may also be the Spouse of a deceased Regular Member. Social Membership may be continued for an annual fee to be determined by the Board of Directors.
- 2.051 A Social Member shall not hold elective office or have voting privileges.
- Section 2.06 Honorary Membership may be granted, for not more than one year at a time, by the Board of Directors to any person who has rendered conspicuous service in the interest of the objects of the Corporation. Honorary Members shall not hold elective office in this Corporation and they shall not have voting privileges. Honorary Members shall pay no entrance or administrative fees.
- 2.061 Honorary Members shall not hold elective office in this Corporation and they shall not have voting privileges.
- 2.062 Honorary Members shall pay no entrance or administrative fees.
- Section 2.07 Members who resign in good standing may be reinstated to previous membership status upon approval of the Board of Directors. Previous contributions under Section 5.01 shall be credited.

ARTICLE III
OFFICERS AND COMMITTEES

- Section 3.01 All Officers and Members of the Board of Directors shall be Regular or Family Members of the Corporation.
- 3.011 Related Regular Members and Family Members may not serve on the Board of Directors simultaneously.
- Section 3.02 Elected Officers of the Corporation shall be Chairperson of the Board, Vice Chairperson, Operations Officer, Secretary and Treasurer. The Offices of the Secretary and Treasurer may be held by the same person.
- Section 3.03 There shall be a Board of Directors consisting of no more than ten (10) members.
- 3.031 The Elected Officers listed in Section 3.02;
- 3.032 The immediate past Chairperson of the Board;
- 3.033 Members of the Board of Directors shall serve until their successors are elected.
- 3.034 A vacancy occurring in the Board of Directors shall be filled for the unexpired term by nomination of the Nominating Committee and election by the remaining members of the Board of Directors.
- 3.035 The Chairperson-of the Board shall be authorized to invite any member (s) of the Corporation to meet with the Board of Directors from time to time as the Chairperson sees fit. Such invited guests may be accorded the privilege of the floor by the Chairperson, but shall not vote on any matter coming before the Board.
- Section 3.04 There shall be the following Standing Committees.
- 3.041 Nominating Committee composed of the three (3) most recent available past Chairpersons of the Board. The Chairperson shall be the member serving the last year of his term. Each member will serve for three (3) years. Each year, the immediate past Chairperson shall become a member of the Committee to replace the retiring member. A member of this committee shall be ineligible for nomination and election to any of the elective offices under Article III, Section 3.02.
- 3.042 Operating Committee composed of no more than five (5) members. The Chairperson shall be the elected Operations Officer.
- 3.043 Finance Committee composed of three (3) members. The Chairperson shall be the elected Vice Chairperson. The other two members shall be the Operations Officer and Treasurer.
- 3.044 Committees whose members shall have terms of staggering length shall have members appointed initially for terms respective to meet such qualifications.
- 3.045 Membership Committee composed of three (3) members elected serving staggered two (2) year terms.
- 3.046 Audit Committee composed of three (3) members who shall audit the accounts of the corporation after February 1st and make a written report as to the results of said audit to the membership. No committee member can serve more than three consecutive years.
- 3.047 Unless otherwise provided, a quorum of any committee of more than two (2)

persons shall be the majority of its members.

ARTICLE IV

DUTIES AND POWERS OF OFFICERS AND COMMITTEES

- Section 4.01 The Chairperson of the Board shall be the ranking officer and he/she shall:
- 4.011 Preside at all meetings of the Corporation and of the Board of Directors;
 - 4.012 Execute all written instruments in the name of the Corporation when so directed by the Board of Directors, or by the membership;
 - 4.013 Perform the duties and functions required herein and by the Board of Directors;
 - 4.014 Appoint the Chairperson and members of committees for special purposes when authorized by the Board of Directors;
 - 4.015 Be ex-officio member of all committees except the Nominating Committee.
- Section 4.02 The Vice Chairperson shall assist the Chairperson of the Board in the discharge of his/her duties and in his/her absence shall act in his stead, and shall succeed to the office of Chairperson of the Board should a vacancy occur in that office other than by expiration of the term of office. He/she shall:
- 4.021 Serve as Chairperson of the Finance Committee and be responsible for all fund raising activities of the Corporation.
 - 4.022 See that the By-Laws are kept up to date.
 - 4.023 Serve as the primary contact for visiting clubs. Process, correspond, schedule, collect deposits and obtain required forms/documents.
- Section 4.03 The Operations Officer shall assist the Chairperson of the Board and the Vice Chairperson in the discharge of their duties, and ;
- 4.031 In the absence of the Vice Chairperson, shall act in his/her stead.
 - 4.032 Will succeed to the office of Vice Chairperson should that office be vacated other than by expiration of the term of office;
 - 4.033 Shall appoint the Chairperson of the Harbormaster, Construction and Maintenance Committees with the approval of the Board of Directors;
 - 4.034 As Chairperson of the Operating Committee, he/she shall be responsible for organizing, planning, and purchasing of supplies in connection with implementing approved plans for the maintenance and the day-by-day operations of the Corporation;
 - 4.035 Annually, submit a detailed budget to the Finance Committee for maintenance and operations of the Corporation.
 - 4.036 Serve as a member of the Finance Committee.
- Section 4.04 The Secretary shall:
- 4.041 File and preserve all documents, records, reports and communications connected with the business of the Corporation, and generally be responsible for all of its records;
 - 4.042 Act as Secretary of the Board of Directors and keep a written record of the proceeding of all meetings of said Board and/or membership of the Corporation;
 - 4.043 Keep an up-to-date membership roster, containing the name and address of each member of the corporation whose dues are current, together with the date of becoming a member, and the date and fact of termination of membership. He/she shall record major committee assignments and offices held.

- 4.044 Cause these By-Laws to be recorded in a book, together with an exact record of amendments with dates adopted, and other actions relating to them.
- 4.045 Notify each member of his/her election to any office.
- 4.046 Send (either by mail or email) the required notices of all meetings of the membership and the Board of Directors, and send (either by mail or email) to the members a list of all candidates for office to be voted upon at the Annual Meeting. Such notices may properly be given in the Corporation publication.
- 4.047 Make reports at such times as the Board of Directors or Chairperson may direct.
- 4.048 Turn over to his/her successor all records and documents pertaining to his/her office.
- 4.049 Send (either by mail or email) all notices concerning Devil's Isle, Inc. to all Regular, Social and Honorary Members.

Section 4.05 The Treasurer shall:

- 4.051 Hold in the name of the Corporation all monies received and belonging to the Corporation;
- 4.052 Pay all bills contracted by the Corporation which have been approved by the Board of Directors, or by the Chairperson of any committee who has contracted the same by virtue of appropriation by the Board of Directors;
- 4.053 Keep a true and complete record of all monies and property of the Corporation received by him/her and disposition made by him/her thereof and keep accounts and records as required by the board of Directors.
- 4.054 Give bond in amount and with security as the Board of Directors shall direct. The cost of the bond shall be paid by the Corporation;
- 4.055 Collect record and deposit the fees established by the membership or Board of Directors. He/she shall notify any member who is in arrears, and report this information to the Board of Directors;
- 4.056 Make reports at such times as the Board of Directors or Chairperson of the Board may direct, of all receipts and disbursements. He/she shall prepare:
 - 4.057 An annual report as of the date designated by the Board of Directors;
 - 4.058 A report for each meeting of the Board of Directors and of the membership;
 - 4.059 Perform such other duties incident to the office as the Board of Directors or the Chairperson of the Board may direct;
- 4.0510 Turn over to his/her successor all records and documents pertaining to this office;
- 4.0511 Serve as a member of the Finance Committee.

Section 4.06 The Board of Directors shall:

- 4.061 For the normal and usual operation and improvements of the Corporation, have general charge of the policy, management, and finances of the Corporation; be vested with and have legal custody of all of the property of the Corporation; and appropriate such sums as may be deemed advisable within the limits of its current resources.
- 4.062 Establish committees and elect members thereto as may seem advisable for the best interests of the Corporation;
- 4.063 Nominate and elect or appoint members to office or committees provided herein unless otherwise specified.
- 4.064 Fill any vacancy in any elective office of the Corporation, by majority vote of those present at any duly constituted meeting of the Board of Directors, and

- the person so elected shall hold office for the unexpired term of said office; except where otherwise provided in these By-Laws.
- 4.065 Designate depositories in which the Corporation's funds shall be kept, and fix the amount of the Treasurer's bond.
 - 4.066 Elect a Lawyer if a member, or select a Lawyer to represent the Corporation, if required.
 - 4.067 Have jurisdiction of all disciplinary matters.
 - 4.068 Enforce the authority given to it under these By-Laws and take any action to advance the best interests of the Corporation.
- Section 4.07 The Lawyer shall be an Attorney-at-Law duly authorized to practice as such, in the State of California.
- Section 4.08 The Nominating Committee shall select a candidate for each elective office as provided herein, and as may be otherwise directed to be balloted upon at the next Annual Meeting. It shall submit its written report to the Secretary for notice to the membership at least thirty (30) days prior to the meeting at which the election is to be held.
- Section 4.09 The Finance Committee shall:
- 4.091 Prepare annual Operating, Maintenance and Construction Budgets for the Board of Directors.
 - 4.092 Propose methods of funding the Operating and Maintenance Budgets for the Board of Directors.
 - 4.093 Propose methods of funding the Construction Budget for the Board of Directors.
- Section 4.10 The Operating Committee shall:
- 4.101 Have general supervision of the Harbormasters, Maintenance, and Construction Committees.
 - 4.102 Aid the Chairperson of these committees in selecting members for their Committees.
 - 4.103 The Harbormasters Committee shall develop and keep up to date a set of procedures for Harbormasters to follow on tours of duty. It shall insure that a Harbormaster is on duty at Devil's Isle on weekends, holidays and at such other times as the Operating Committee designates.
 - 4.104 The Maintenance Committee shall be responsible for the day-to-day upkeep and maintenance of Devil's Isle. It shall perform such maintenance tasks as are called for by approved Maintenance Plans.
 - 4.105 The Construction Committee shall be responsible for major construction to Devil's Isle. It shall perform and supervise the projects as called for by the approved major construction or improvement plans.
 - 4.106 The Maintenance and Construction Committees may be consolidated into one Committee when so directed by the Board of Directors.
- Section 4.11 The Membership Committee shall:
- 4.111 Organize, implement and present for the Board of Directors' review, an annual development plan for regular memberships as defined in Article II, Section 2.01.
- Section 4.12 The Audit Committee shall:

- 4.121 Be comprised of a Chairperson and 2 members to serve as the Audit Committee.
 - 4.122 Examine all records of the Treasurer annually. This examination shall include verifying checking, savings and any other accounts by doing random balances for selected months as a full reconciliation of beginning and ending balances for each account. The Committee chairperson shall submit a report of the Audit Committee findings to the membership.
 - 4.123 An additional audit shall be performed should a different individual assume the office of Treasurer prior to the end of the fiscal year.
- Section 4.13 Committees appointed by the Board of Directors or Chairperson of the Board shall perform such duties as may be directed, and report as directed

ARTICLE V

ENTRANCE, USE AND ADMINISTRATIVE FEES

- Section 5.01 An entrance Fee of two hundred fifty dollars (\$250.00) shall be required as a condition precedent to all Provisional Membership. In the event that the Directors set a fee in excess of two hundred fifty dollars (\$250.00) the fee will be subject to confirmation by the general membership.
- Section 5.02 Each Regular and Provisional Member shall pay an annual Administrative Fee to cover the costs of maintaining the island as well as the cost of administrative items such as taxes, insurance, postage, meeting costs, loan retirement, etc. This fee shall be established by the Board of Directors not later than January 15th each year. In the event that the Directors set a fee in excess of \$400.00, the fee will be subject to confirmation by the general membership at the Spring Meeting. The Administrative fee shall be payable before March 15th, and in arrears on March 31st.
- Section 5.03 The Entrance Fee and Administrative fee of each invitee to membership shall be paid at the time of accepting invitation to Provisional Membership. However, the entrance fee may be paid in four (4) equal quarterly payments.
- 5.031 Administrative Fees paid by a Provisional Member accepted into Regular Membership shall be prorated for the number of months remaining in the current fiscal year (February 1st through January 31st).
- Section 5.04 Payment of Devil's Isle, Inc. Administrative Fees may be waived for cause by the Board of Directors.
- Section 5.05 Any member who is in arrears to the Corporation on March 31st of any year will be reported to the Board of Directors for action, which may include suspension or revocation of membership.

ARTICLE VI

MEETINGS, NOTICES AND QUORUMS

- Section 6.01 The Annual Meeting of the Corporation will be held during the months of October or November, at such time and place as the Board of Directors may designate, at which time an election of officers will be held. A general membership meeting will be held during the months of February or March.
- Section 6.02 Special meetings of members may be called by the Chairperson of the Board

or the Board of Directors in his/her or its discretion, and shall be called by the Secretary upon written request of ten (10) or more Regular Members.

- Section 6.03 Board of Directors regular meetings will be held at a time and place designated by the Chairperson of the Board.
- 6.031 Special Directors meetings may be called by the Chairman of the Board, or by request of three (3) directors.
- Section 6.04 Notices of all regular and special meetings of the membership shall be distributed (either by mail or email) to the address or email of record of each member at least fifteen (15) days prior to regular meetings and at least five (5) days prior to special meetings. Publication in the Corporation publication and mailed or emailed timely will comply with this regulation. There will be 2 full Membership Meetings a year and Board Meetings as needed.
- Section 6.05 A quorum for any meeting of the Members shall be the lesser of a) 15 Regular Members, or b) fifty-one percent (51%) of the total of the Regular membership. A majority of the Board of Directors shall constitute a quorum of the Board of Directors.

ARTICLE VII

NOMINATIONS, ELECTIONS & VOTING

- Section 7.01 Candidates for office to be voted upon at the election at the Annual Meeting will be nominated by the Nominating Committee as herein provided; or may be submitted in writing, by at least five (5) members in good standing, filed with the Secretary at least fifteen (15) days before the date of the election.
- Section 7.02 No person shall be eligible for nomination unless he/she signify his/her willingness to serve if elected.
- Section 7.03 The Secretary shall notify the membership of the report of the Nominating Committee at least fifteen (15) days before the Annual Meeting, or publish names as provided herein.
- 7.031 If additional names are submitted as provided in Section 7.01, then the Secretary must notify all members of the names of all candidates for election at least seven (7) days before the meeting.
- Section 7.04 Voting at the Annual Meeting shall be as follows:
- 7.041 Each regular member shall have One (1) vote for each office to be filled, as provided in Article V. Votes by proxy shall not be permitted.
- 7.042 Election to a contested office shall be effected by secret ballot, on the form provided, unsigned and cast in person at the Annual Meeting.
- 7.043 Election to an uncontested office may be effected on a supported motion and a unanimous ballot cast and recorded by the Secretary.
- Section 7.05 Officers and Directors, unless stipulated otherwise herein, shall serve from the Annual Meeting until the next Annual Meeting, or until successors have been elected or appointed and qualified.
- Section 7.06 On all matters requiring a vote of the general membership, each regular member shall have one (1) vote.

ARTICLE VIII
MISCELLANEOUS

- Section 8.01 Any person collecting or disbursing monies for any activity of the Corporation shall be prepared at all times to make a full and complete accounting of the same to the Board of Directors.
- Section 8.02 No officer or member of this Corporation shall contract any bills in the name of the Corporation unless previously authorized by the Board of Directors.
- Section 8.03 When any account authorized by the Board of Directors is closed, the excess funds thereof shall be turned over to the Treasurer with a complete accounting.
- Section 8.04 No member of the Corporation shall commercialize any of its activities for his/her personal gain or remuneration.
- Section 8.05 Every appointee shall hold office at the pleasure of the appointing power but not beyond the term of office of that person or body, except to complete an assignment with the approval of the Board of Directors.

ARTICLE IX
DISTRIBUTION OF ASSETS AFTER TERMINATION

- Section 9.01 No member of the Corporation shall have, as an individual, any interest in or title to the assets of the Corporation.
- Section 9.02 In the event of termination of the Corporation, all assets of the Corporation shall be assigned to an institution that qualifies for tax exemption (under the US Tax Code) as selected by the Board of Directors.

ARTICLE X
AMENDMENTS

- Section 10.01 These By-Laws may be amended or new By-Laws enacted by a two-thirds majority of the Members' votes cast by those members present at any regular or special business meeting of the Corporation, provided the proposed amendments or new By-Laws be stated in full in the notice of the meeting, and provided a quorum is present.
- Section 10.02 When proposed amendments or By-Laws are properly presented before any meeting for consideration, they may, before any final action thereon, be changed or amended by a majority vote, provided the change or amendment be germane to the subject under consideration.
- Section 10.03 Amendments to these By-Laws, or new By-Laws, shall become effective when voted on per Section 10.01. All regular members are entitled to a copy of the By-Laws by contacting the Secretary. Any changes to the By-Laws shall be distributed to all members with the next general meeting notice.

ARTICLE XI
DISCIPLINE

- Section 11.01 Charges by a member may be made against any member for an infraction of

these By-Laws or for any misconduct or offense which may be deemed prejudicial to the interests of the Corporation, or for conduct unbecoming a gentleman/woman. Such charges shall be in writing addressed to the Secretary and shall set forth all pertinent facts, together with the names and address of any witnesses, and shall be made and filed within sixty (60) days of the date of open knowledge of the alleged offense for which charges are proffered. The Secretary shall make a note thereof and forward the same promptly to the Chairman of the Board for action by the Board of Directors.

- Section 11.02 The following procedure shall then be followed:
- 11.021 The Board of Directors shall hold a meeting on the call of the Chairman, within reasonable promptness, to investigate the charges and conduct a hearing thereon, or appoint a sub-committee for an investigation, hearing and report.
 - 11.022 At least two (2) weeks notice in writing of the meeting or hearing, with the time and place thereof, shall be given the accused together with a true and correct copy of the charges. Similar notice shall be given the accuser.
 - 11.023 The Board of Directors, or sub-committee, shall investigate the charges, hear all witnesses, and afford the accused every reasonable opportunity for a full and complete hearing and defense. The report upon investigation and all statements and evidence (which need not follow the technical rules of evidence) shall be reduced to writing (which need not be verbatim), or mechanically recorded, and the same filed with the Secretary.
 - 11.024 The Board of Directors after investigation and hearing, or review of the sub-committee's findings, reports and recommendations, shall have the power to dismiss the charges, and the decision shall be final, or in its discretion to censure, suspend for not more than six (6) months or expel the accused member from the Corporation, or request the member to resign from the Corporation. Should written request for resignation be made and refused or ignored for twenty (20) days, the Board of Directors may then expel the member without further notice or proceedings.
 - 11.025 The accused may appeal from the decision of the Board of Directors by writing filed with the Secretary within twenty (20) days from the date of the personal service or mailing thereof. Thereupon, the Secretary shall place the appeal before the next general meeting of the members for a review of the proceedings and action thereon. An affirmative vote of two-thirds of the members shall be necessary to over-rule the decision of the Board of Directors.
 - 11.026 The accused shall be notified in writing within ten (10) days of the findings and decision of the Board of Directors and of the members, when pertinent.
 - 11.027 Notices to the accused as provided herein shall be by personal service or by Registered or Certified Mail with return receipt requested. If mailed, date of mailing shall be date of notice.

ARTICLE XII CONTROVERSY

- Section 12.01 Any four (4) members can notify the Board of Directors of a "controversy", and such notice shall require the Board to delay any non-reversible action on said Controversy until the majority of the regular member's votes to approve action to be taken.